



12¢

Extra! SUPERMAN'S AMAZING NEW ROBOTS!

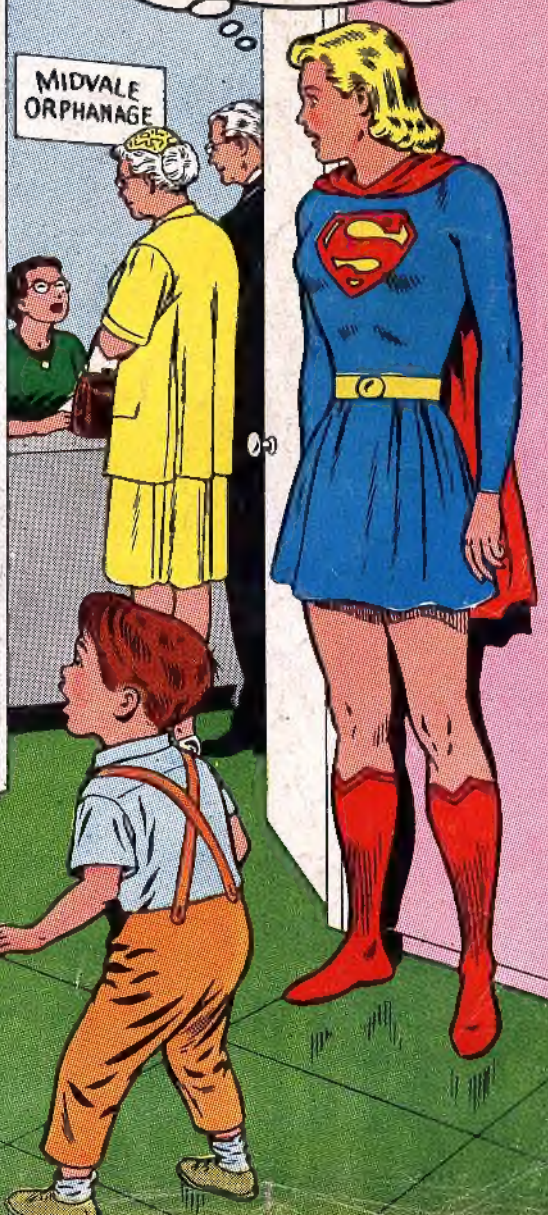
ACTION COMICS



APR.
NO. 299



GREAT KRYPTON! THIS ORPHAN CHILD LOOKS LIKE **SUPERBABY** WHEN HE LANDED ON EARTH... AND THAT COUPLE ASKING TO ADOPT HIM LOOK LIKE MA AND PA KENT! BUT THE KENTS DIED YEARS AGO...AND **SUPERMAN** IS AN ADULT!



Featuring
SUPERGIRL
in
'The FANTASTIC SECRET of SUPERBABY II!'

THROW YOUR VOICE



Throw your voice into trunks, behind doors, everywhere. Instrument fits in your mouth and out of sight. Fool teacher, friends and family. Free book on "How to Become a Ventriloquist" No. 2137.....25¢



SILENT DOG WHISTLE
This whistle can't be heard by human ears, but Rover can hear it half a mile away. Your dog will understand that this whistle is for him alone. Be amazed how quickly he responds. No. 2761 \$1.00

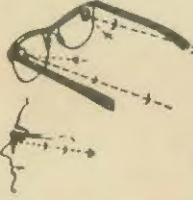
MUSICAL JUKE BOX BANK

Drop in a coin and the turntable revolves to a luring melody... just like the modern juke box that youngsters adore. Makes saving a pleasure—money mounts up. Made of sturdy metal. 4 1/2" x 4". No. 2005.....\$1.50



MAGIC CARDS

Deck is marked and stripped. Can be read from the back but looks like ordinary deck. With instructions for 10 terrific tricks. 183 \$1.98



SEE BEHIND GLASSES

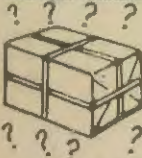
A specially treated pair of sunglasses with secret mirrors that enable you to see behind you, without anyone knowing your watching. Really comes in handy at times. 8090 75¢



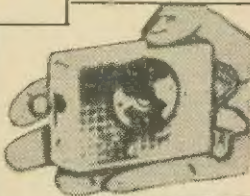
YOU, TOO, CAN BE TOUGH

Master Jui Jitsu and you'll win any fight. This book gives all the grips, blocks, etc., which are so effective in counterattack. FREE book on how to perform strong man stunts also included. No. 224 1.00

SURPRISE PACKAGE



Are you willing to take a chance? We won't tell you what you get, but because you're willing to gamble, we'll give you more than your money's worth. Only 50¢ No. 678



AMAZING MINIATURE RADIO
This tiny, feather weight radio operates without batteries without tubes, but brings you years of listening pleasure. There's nothing to wear out nothing to replace. No. 3644 \$4.98

TREASURE CHEST OF FUN



TRANSISTOR RADIO KIT

This amazing radio kit contains all the components to construct a powerful, highly efficient instrument. It operates 1,000 hours on 2 junior pen light batteries and is simple to construct. Full instructions and all parts are included for you to build your own private transistor radio. No. 2131 \$5.98

KRAZY KRAX

Apply this to the television screen and it appears that the glass is cracked. No. 3333 .60¢

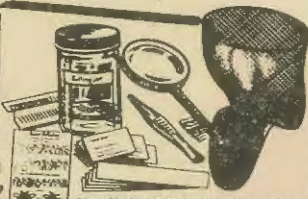
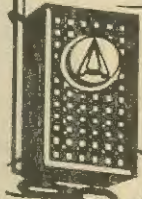


BANK VAULT WITH ALARM

Bank vault has combination type lock that gives an alarm when opened. Protects valuables and possessions. Frighten off would be invaders of your privacy. Excellent for storing money, valuables, prizes. No. 2113 \$1.49

BIKE WINDSHIELD

Turn your bike into something really special with this clear, transparent bike windshield. Just like the one on Motorcycles. Handy built-in pouch enables you to keep your sunglasses, tools, and personal effects within easy reach. Really makes your bike different. No. 4268 \$1.00



INSECT COLLECTING KIT

Complete equipment for making perfect safe, insect specimens. SET includes efficient net for catching insect, "killing jar", forceps, magnifying glass, mounting pins, preserving strips, identification labels, etc. Full instructions are included. No. 2117 1.00



MINIATURE SECRET CAMERA

Precision mirror so small, it fits in cigarette pack. Shutter 2 1/2 inches and takes 10 pictures per roll. Precision ground lens and true aperture shutter. Can be hidden anywhere. Complete with two roll of film. No. 796 .125



EXPLODING HAND GRENADE

This menacing hand grenade looks and works just like a real one. All you do is pull the pin, throw the grenade, and watch the fun as the caps explode. It's harmless. 2109 1.00

BIKE SPEEDOMETER

Now you can see how fast you're riding with this precision engineered speedometer for only 75¢. You can time yourself for racing, sports, distance. Just fasten it to your handlebar and go. No. 8199 75¢



AMAZING NEW SPACE PHONE SET — 2 WAY... SENDS... RECEIVES

You can talk back and forth between houses, from room to room, and from secret hiding places, because it's portable - no electric wires - no batteries. No. 3194 .69¢



ATOMIC SMOKE BOMB

Just light one and watch the column of thick, white smoke rise to the ceiling, mushrooming into a dense cloud. Just like an A Bomb. No. 971 .30¢

Sorry, but we cannot ship orders totaling less than \$1.00. Kindly add 15¢ for postage and handling to all orders.

HONOR HOUSE PROD. CORP., Dept. GK-97 LYNNBROOK, N.Y.

Rush me the items listed below. If I am not 100% satisfied, I may return any part of my purchase after 10 days Free Trial for full refund of purchase price.

ITEM	NAME OF ITEM	HOW MANY	TOTAL PRICE

☐ I enclose _____ in full payment. Same guarantee.
☐ Send C.O.D. I will pay postman on delivery plus postage.

Name _____

Address _____

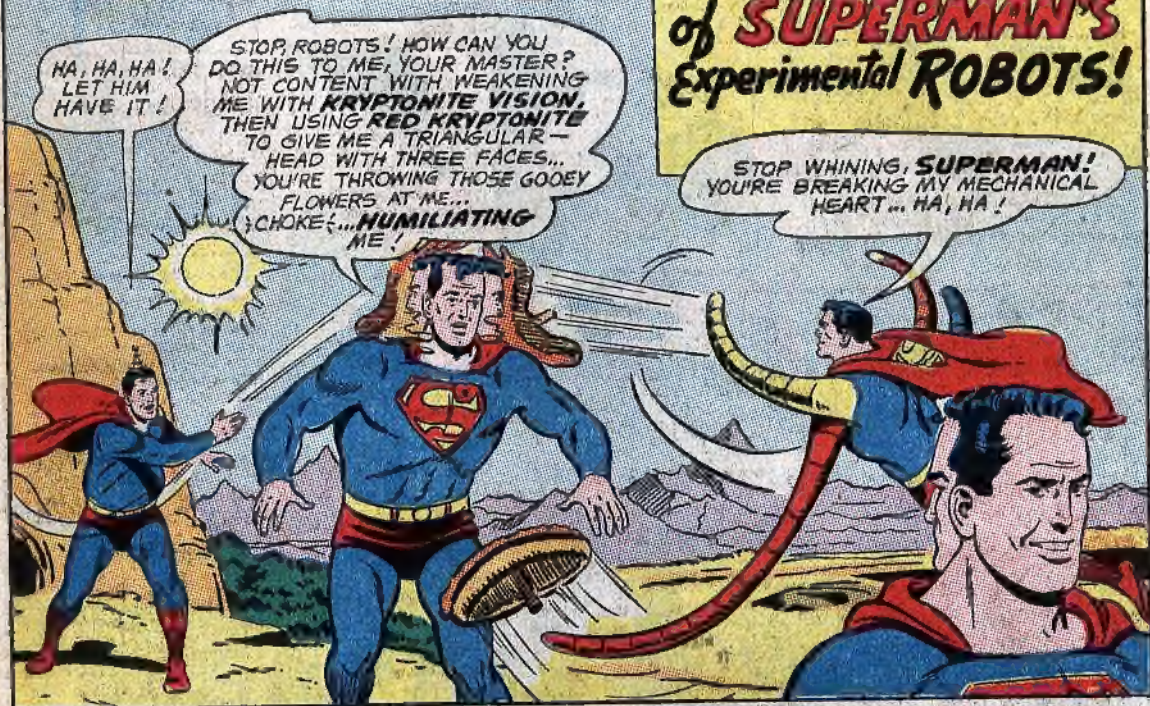
☐ I enclose 10¢ additional. Please send me your 40 page catalog of over 500 Top Tricks and Novelties.

SUPERMAN

AN UNTOLD TALE

HAVE YOU EVER WONDERED IF SUPERMAN'S ROBOTS ALWAYS LOOKED THE SAME?--WATCH NOW, AS WE DRAW BACK THE CURTAIN OF TIME AND REVEAL WHAT HAPPENED MANY YEARS AGO, WHEN THE MAN OF STEEL EXPERIMENTED AND BUILT SUPERMAN ROBOTS, WHICH HAD A VARIETY OF DIFFERENT PHYSIQUES AND POWERS! YOU'LL BE THRILLED AND AMAZED BY THE STARTLING STORY ENTITLED...

The STORY of SUPERMAN'S Experimental ROBOTS!



THE TALE OF THESE EXPERIMENTAL ROBOTS BEGINS MANY YEARS AGO, IN SUPERMAN'S FORTRESS, AS HE INSPECTS A GIFT FROM THE PLANET JAX...

SUPERMAN, I WAS NAMED "ROBOT LL-35" BECAUSE THE INITIALS "LL" ARE OFTEN LUCKY FOR YOU. DUE TO THE SUPER-COMPUTER AND MINIATURE LAB BUILT INTO MY CHEST, I CAN SOLVE MANY PROBLEMS YOU CAN'T!

PROVE IT, LL-35!



NEXT MOMENT... MY COMPUTER HAS CALCULATED THAT YOUR REGULAR ROBOTS ARE OBSOLETE! CONSTRUCT TWO NEW ROBOTS, ACCORDING TO THESE DIRECTIONS, AND YOU WILL NEVER REGRET IT!

I HAVE MY DOUBTS... BUT I'LL FOLLOW YOUR INSTRUCTIONS!



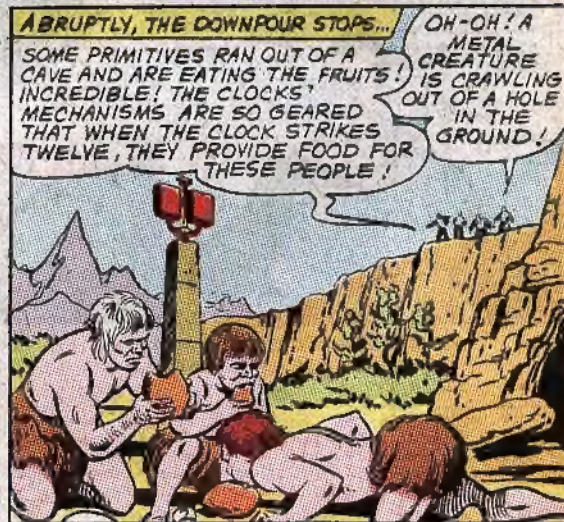
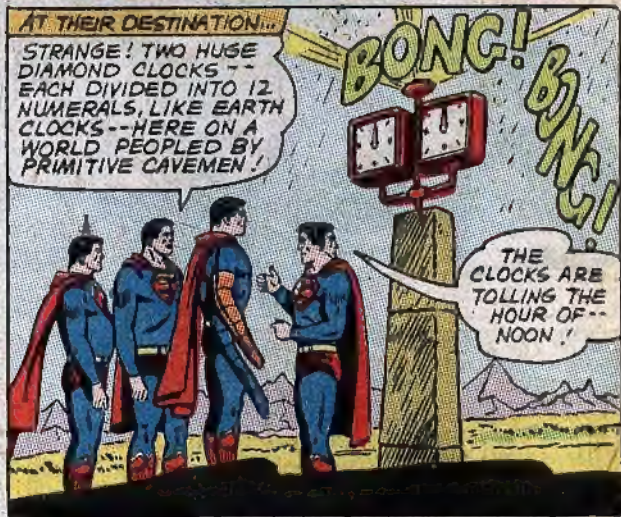
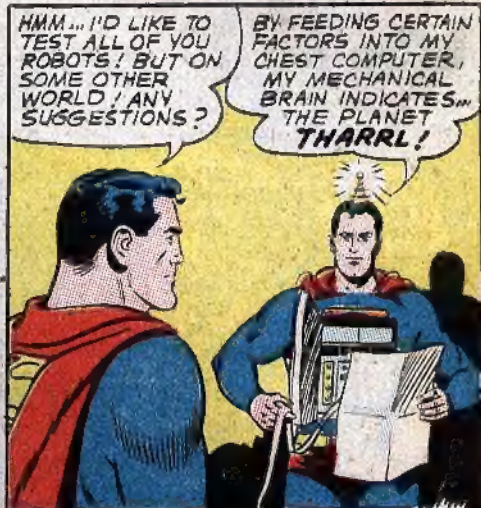
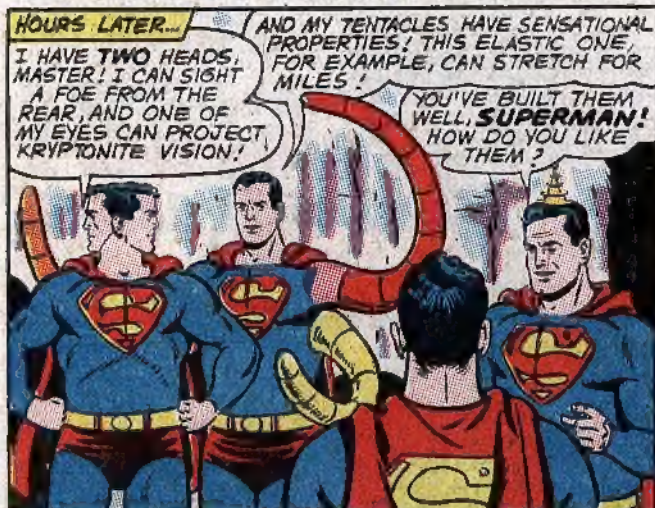
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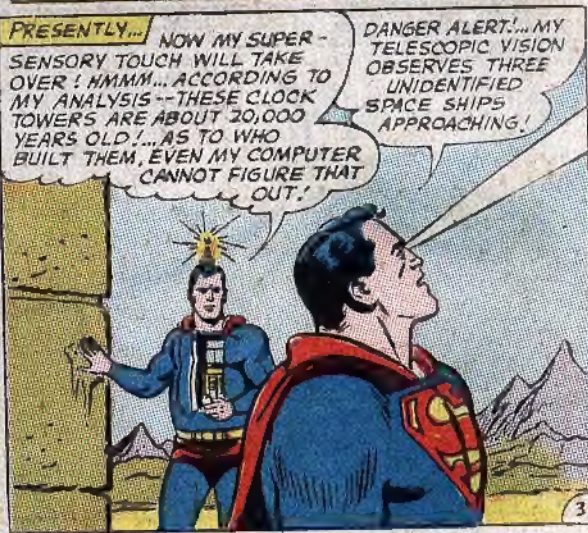
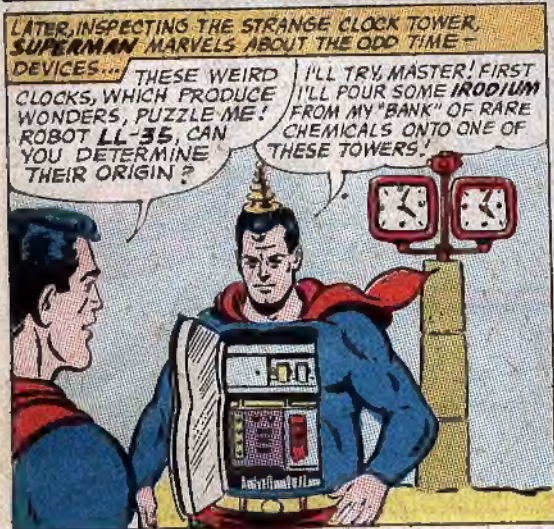
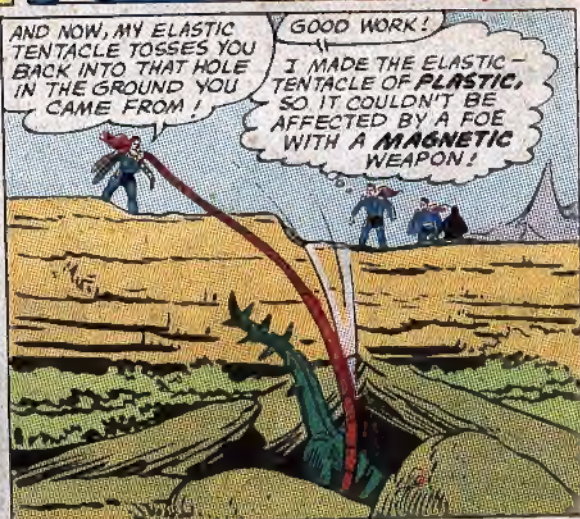
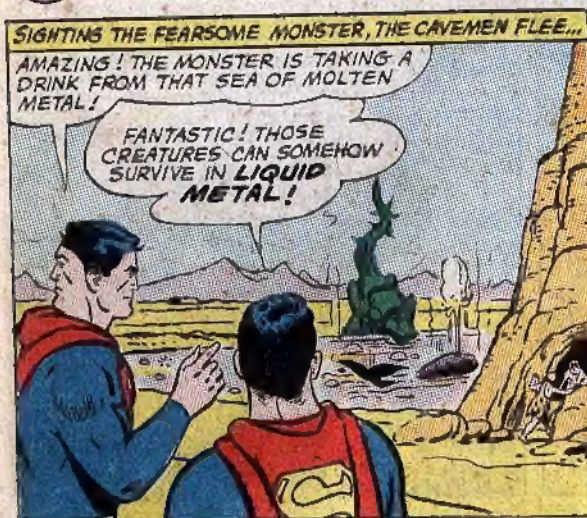
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ACTION COMICS







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PROBLEM! TO FIGURE OUT INSTANTLY, FROM THEIR FLIGHT PATH, THEIR PROBABLE DESTINATION... THEN ANALYZE THE SHIPS' RAY-PROJECTORS!... ANSWER! THEY ARE FLYING TOWARD EARTH, ARMED WITH DEADLY RAYS! THEY'RE ON A RAIDING MISSION!



GO GET 'EM, ROBOTS! I COULD HANDLE THIS EMERGENCY ALONE, BUT IT'S AN OPPORTUNITY FOR EACH OF YOU TO PROVE HIS WORTH. REMEMBER NOT TO DESTROY LIFE! IT'S AGAINST OUR CODE!

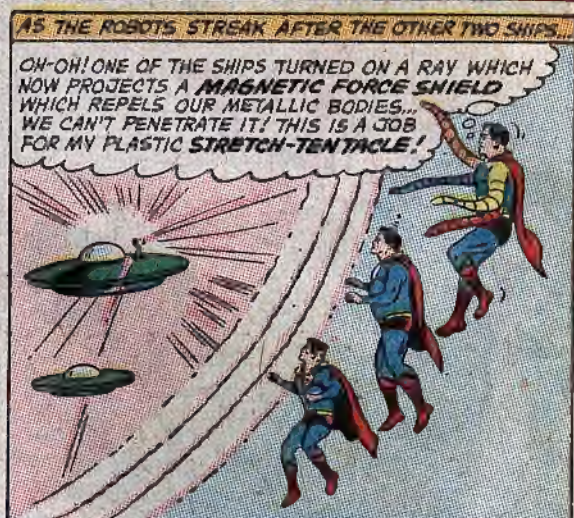


SUDDENLY... LOOK BEHIND YOU, EVERYONE! WHILE YOU'VE BEEN LOOKING IN FRONT OF YOU, THIS ENEMY SHIP SEPARATED FROM THE OTHERS AND IS SNEAK-ATTACKING US FROM BEHIND! I MELTED ITS RAY PROJECTOR WITH MY HEAT VISION!

NICE GOING, ROBOT WK-10! YOUR REAR-VISION FACE IS A BIG HELP! THAT'S ONE SHIP MADE HARMLESS!

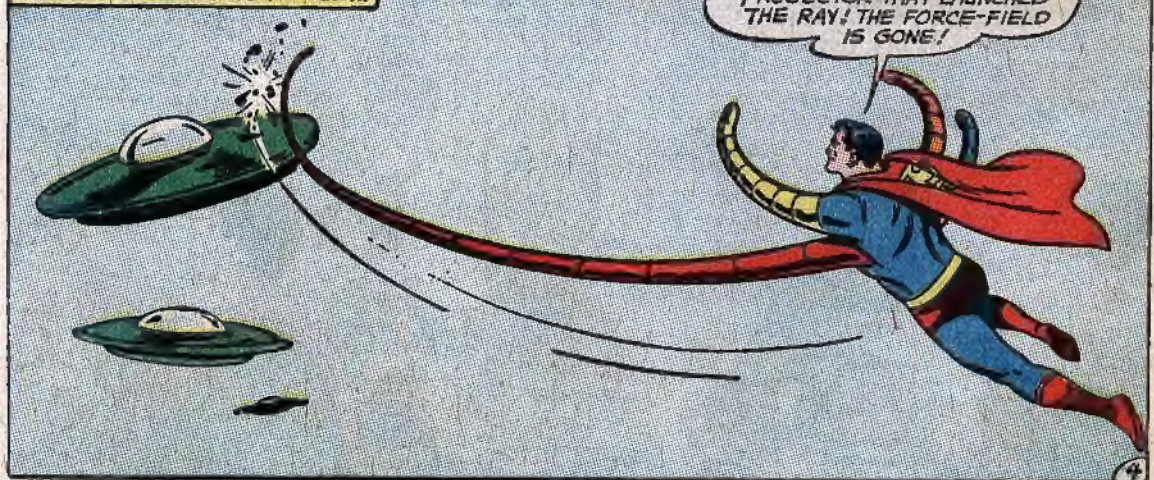


AS THE ROBOTS STREAK AFTER THE OTHER TWO SHIPS... OH-OH! ONE OF THE SHIPS TURNED ON A RAY WHICH NOW PROJECTS A MAGNETIC FORCE SHIELD WHICH REPELS OUR METALLIC BODIES... WE CAN'T PENETRATE IT! THIS IS A JOB FOR MY PLASTIC STRETCH-TENTACLE!



FLASHING OUT TO GREAT LENGTH, THE NON-METALLIC TENTACLE GOES INTO ACTION...

HOORAY! I'VE DESTROYED THE PROJECTOR THAT LAUNCHED THE RAY! THE FORCE-FIELD IS GONE!





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SECONDS LATER...

MY COMPUTER INTELLIGENCE DEDUCES THAT ALL THREE OF THESE WOULD-BE RAIDERS OF EARTH ARE RETREATING BACK TO THEIR OWN WORLD IN ANOTHER GALAXY!

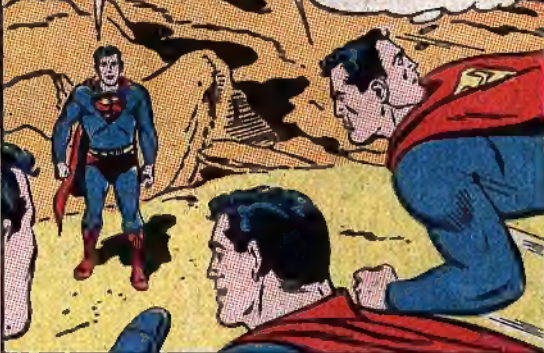


AS THE AUTOMATONS REJOIN THE MAN OF STEEL

GREAT JOB, ROBOTS! YOU'VE PASSED YOUR FIRST TEST WITH FLYING COLORS! I'M PROUD OF YOU!

AND I HATE YOU!

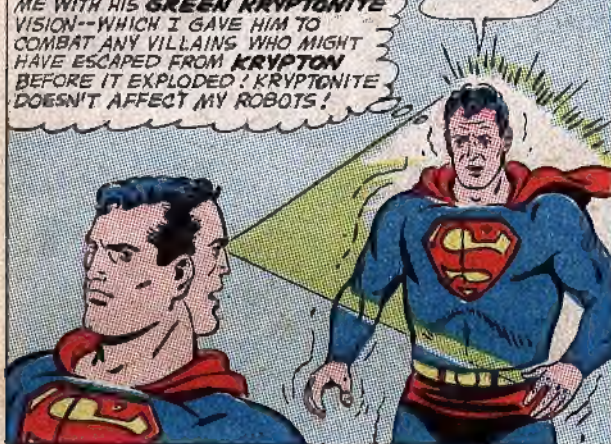
I'LL OPEN THE LEAD SHUTTERS HE INSTALLED IN MY REAR VISION LENSES--AND LET HIM HAVE IT!!



ABRUPTLY, TO SUPERMAN'S DISMAY...

GASP!--ROBOT WK-10 IS ATTACKING ME WITH HIS GREEN KRYPTONITE VISION--WHICH I GAVE HIM TO COMBAT ANY VILLAINS WHO MIGHT HAVE ESCAPED FROM KRYPTON BEFORE IT EXPLODED! KRYPTONITE DOESN'T AFFECT MY ROBOTS!

HELP ME, ROBOT LL-35!... I'M IN PAIN!



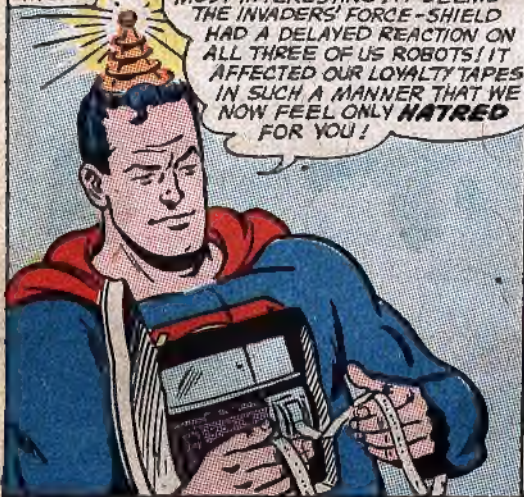
ONE OF YOU... STOP THAT MUTINIOUS ROBOT FROM KILLING ME! WHY SHOULD HE WANT TO DESTROY ME... WH-WHO CREATED HIM... GAVE HIM LIFE?

MY COMPUTER WILL DETERMINE THE REASON!



LATER...

MOST INTERESTING! IT SEEMS THE INVADERS' FORCE-SHIELD HAD A DELAYED REACTION ON ALL THREE OF US ROBOTS! IT AFFECTED OUR LOYALTY TAPES IN SUCH A MANNER THAT WE NOW FEEL ONLY HATRED FOR YOU!



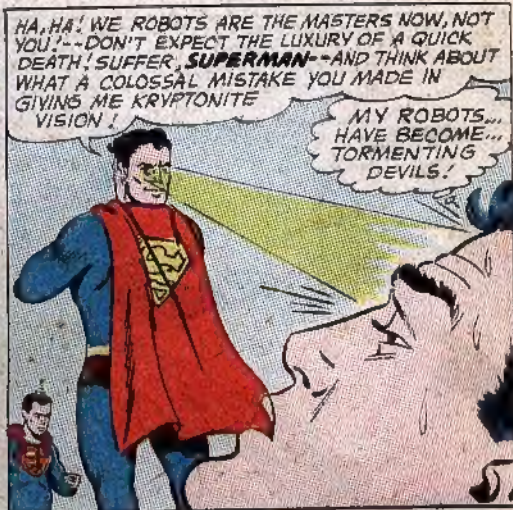
NOW THAT YOU ROBOTS REALIZE THE REASON FOR YOUR MUTINY, CORRECT THE DEFECT AT ONCE! THAT'S AN ORDER, LL-35!

ORDER...REJECTED! REQUEST CANCELLED!...SINCE WE'RE MACHINES, WE OBEY OUR TAPES--NOT YOU!



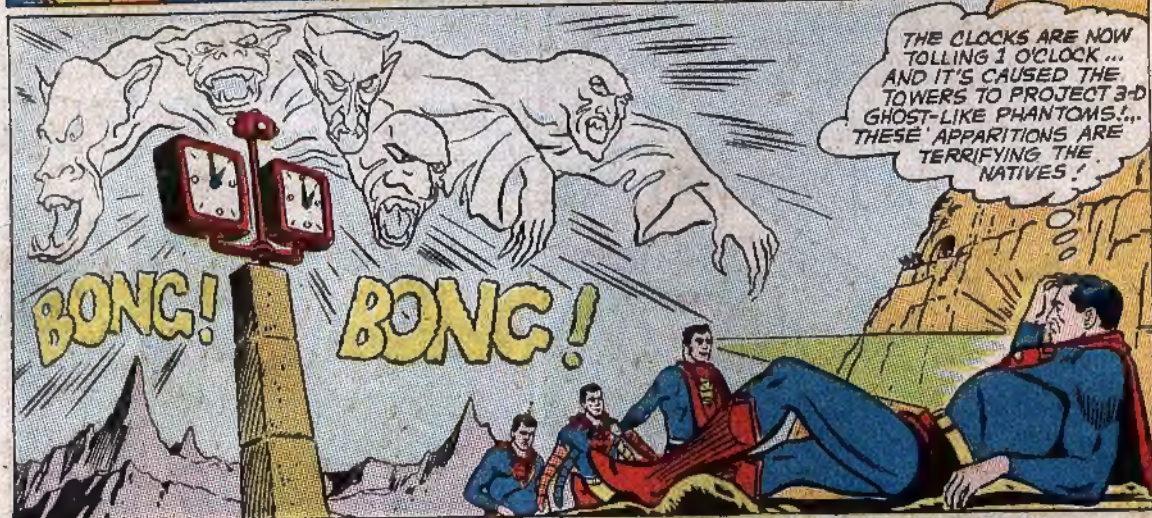


CHOKES---HOW IRONIC THAT THIS "GOODWILL ROBOT" WITH THE INITIALS "LL" HAS TURNED AGAINST ME! IN THE PAST, I'VE BEEN AIDED OFTEN BY MY "LL" FRIENDS, LIKE LOIS LANE, LANA LANG--LORI LEMARIS, THE ATLANTIDE MERMAID... AND LIGHTNING LAD OF THE LEGION OF SUPER-HEROES!



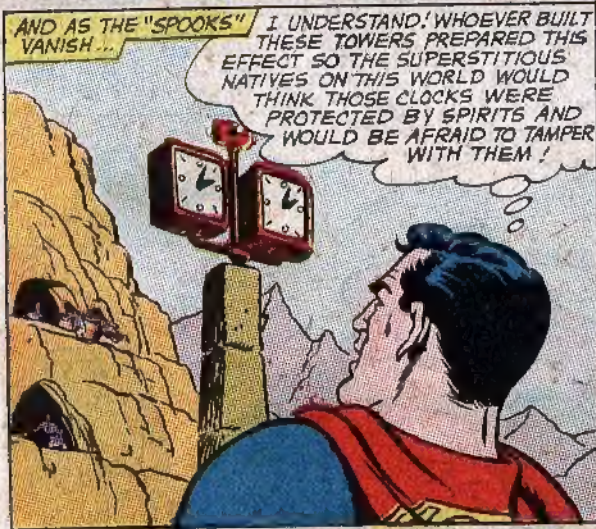
HA, HA! WE ROBOTS ARE THE MASTERS NOW, NOT YOU!--DON'T EXPECT THE LUXURY OF A QUICK DEATH! SUFFER, **SUPERMAN**--AND THINK ABOUT WHAT A COLOSSAL MISTAKE YOU MADE IN GIVING ME KRYPTONITE VISION!

MY ROBOTS... HAVE BECOME... TORMENTING DEVILS!



THE CLOCKS ARE NOW TOLLING 1 O'CLOCK... AND IT'S CAUSED THE TOWERS TO PROJECT 3-D GHOST-LIKE PHANTOMS... THESE APPARITIONS ARE TERRIFYING THE NATIVES!

BONG! BONG!



AND AS THE "SPOOKS" VANISH...

I UNDERSTAND! WHOEVER BUILT THESE TOWERS PREPARED THIS EFFECT SO THE SUPERSTITIOUS NATIVES ON THIS WORLD WOULD THINK THOSE CLOCKS WERE PROTECTED BY SPIRITS AND WOULD BE AFRAID TO TAMPER WITH THEM!



SUDDENLY, WK-10 GETS AN IDEA...

M-26, I HAVE AN IDEA HOW YOU CAN USE YOUR STRETCH-TENTACLES TO PUNISH **SUPERMAN**! PS-ST! PSS-ST! GOT IT?

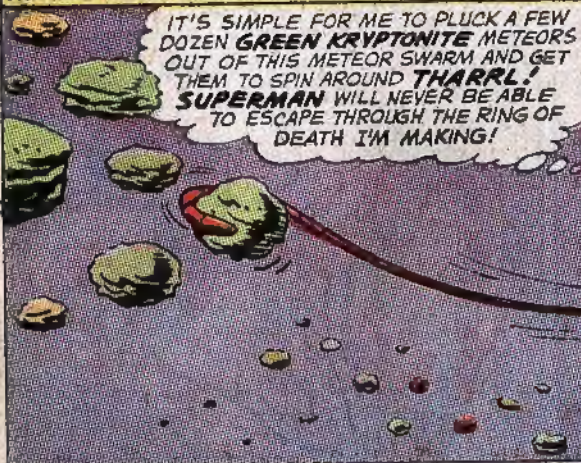
CHUCKLE! I'LL SAY I'VE GOT IT!... HERE GOES!



ACTION COMICS



FAR INTO SPACE STRETCHES THE AMAZING TENTACLE...



IT'S SIMPLE FOR ME TO PLUCK A FEW DOZEN **GREEN KRYPTONITE** METEORS OUT OF THIS METEOR SWARM AND GET THEM TO SPIN AROUND **THARRL!** **SUPERMAN** WILL NEVER BE ABLE TO ESCAPE THROUGH THE RING OF DEATH I'M MAKING!

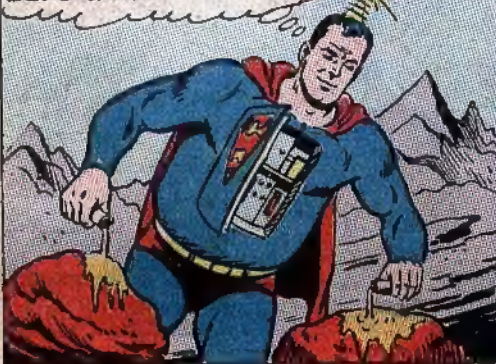
SHORTLY...

HA, HA! PRETTY GOOD! I'VE PLACED THE METEORS INTO A RING SO THAT THEY ORBIT ABOVE THIS PLANET! NEXT I'LL PLUCK DOWN A COUPLE OF **RED KRYPTONITE** METEORS AND TOSS THEM TO **LL-35!**



AS **LL-35** GETS THE TWO **RED** METEORS...

MY COMPUTER HAS CALCULATED THAT POURING THESE RARE CHEMICALS ONTO THE **RED K** METEORS WILL GIVE EACH ONE WHATEVER AMAZING PREDICTABLE EFFECTS ON **SUPERMAN** I DESIRE!



SOON...

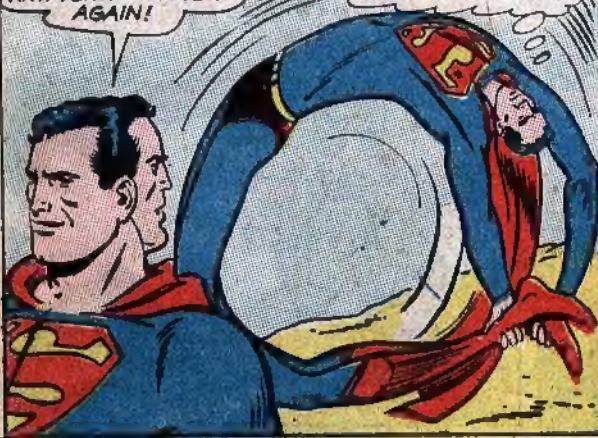


WULP! I'M TINGLING...AND THAT **RED KRYPTONITE** IS CAUSING ME TO ELONGATE LIKE A COLOSSAL STICK OF LICORICE!

TEE HEE! NOW TO HAVE SOME FUN AT YOUR EXPENSE!

SUPERMAN, I COMMAND YOU TO STRETCH YOUR RUBBERY FORM INTO A HOOP, OR I'LL TURN ON MY **KRYPTONITE VISION** AGAIN!

PLEASE, DON'T! I'LL OBEY! I MUST STALL FOR TIME, UNTIL I CAN FIGURE OUT A WAY TO ESCAPE!



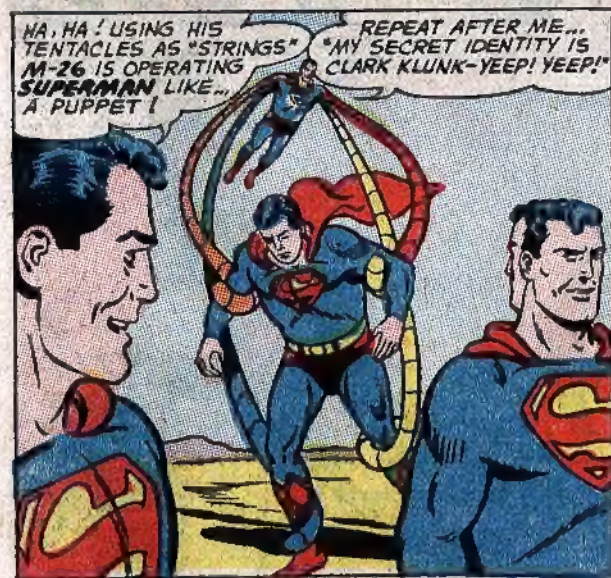
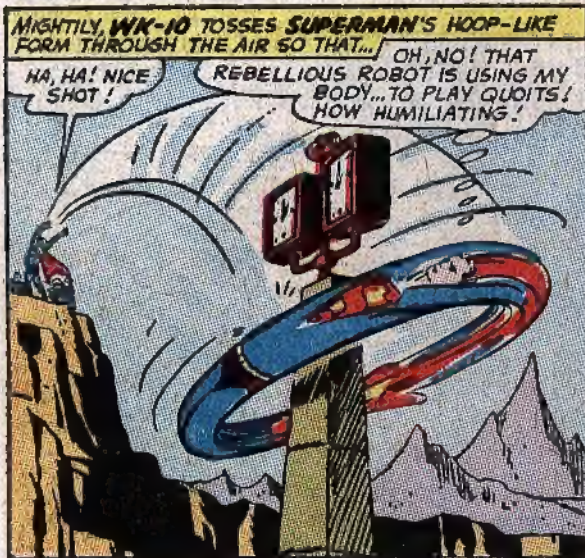
SECONDS LATER...



WATCH THIS, PALS!

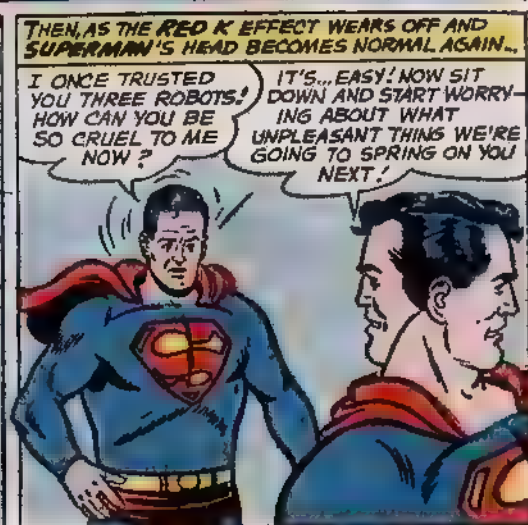
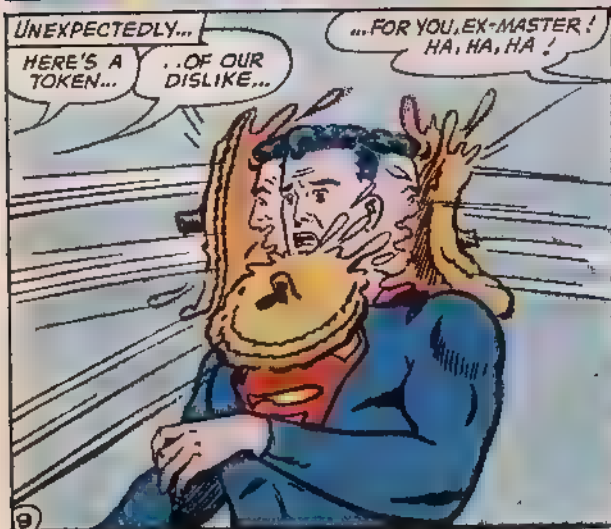
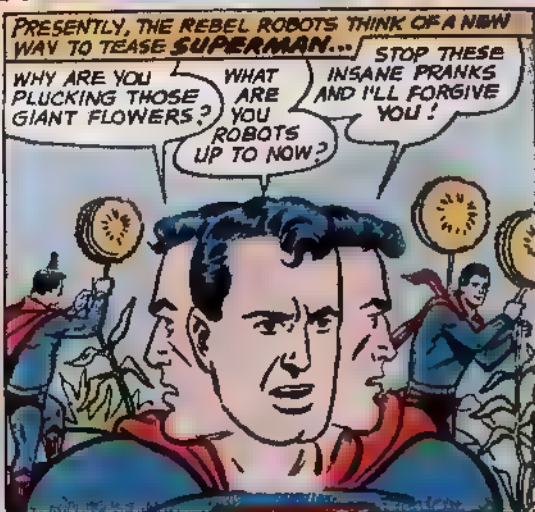
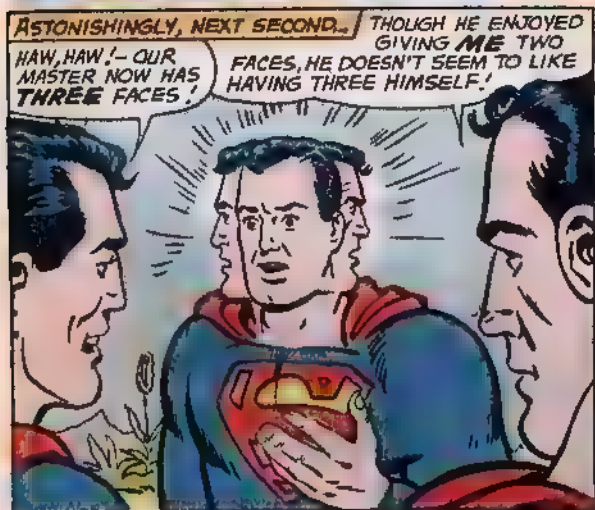
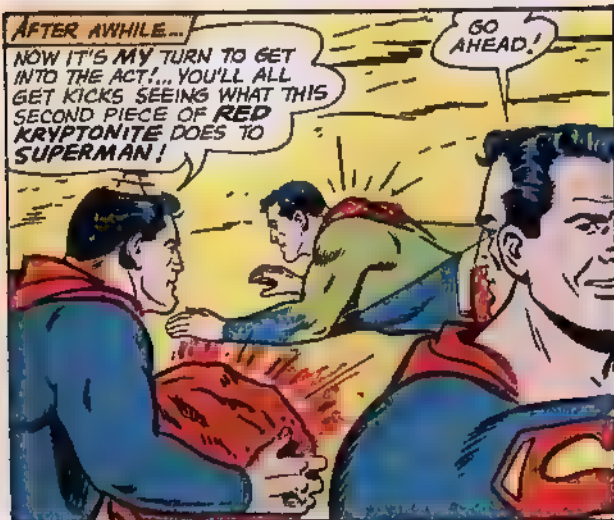


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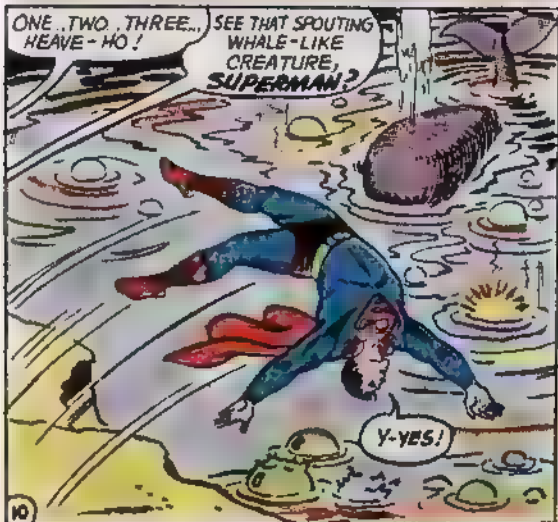
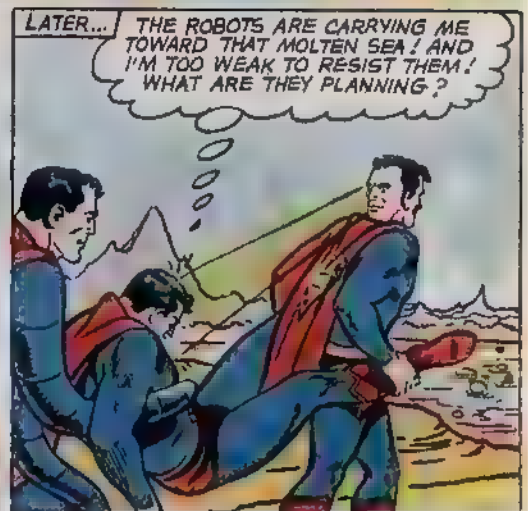
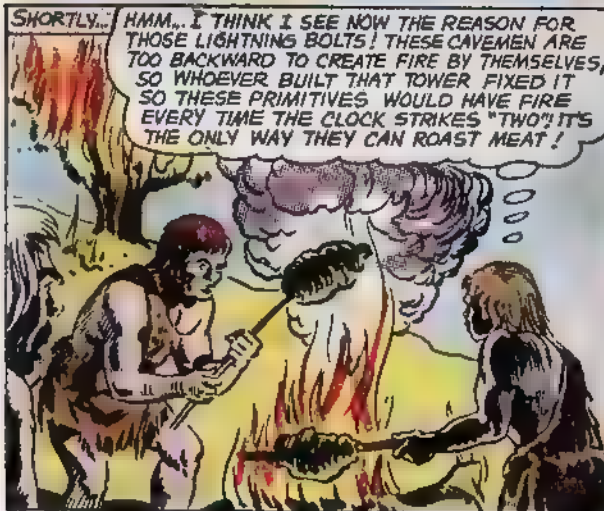
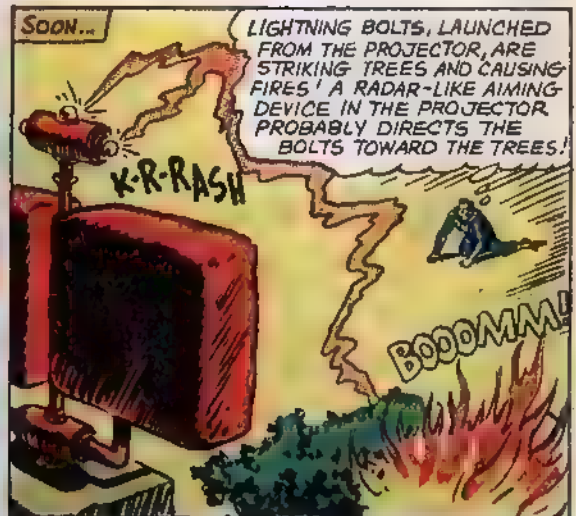
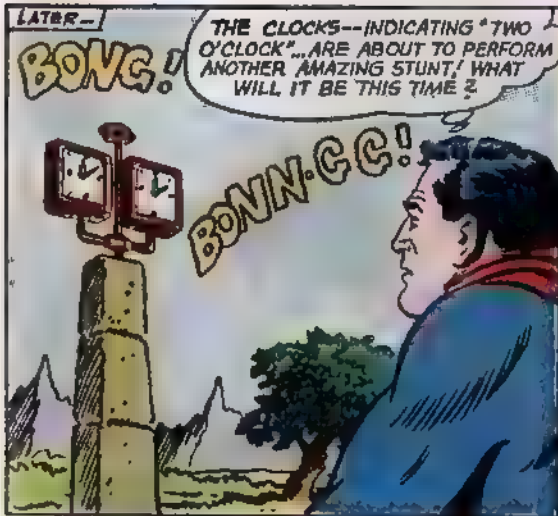


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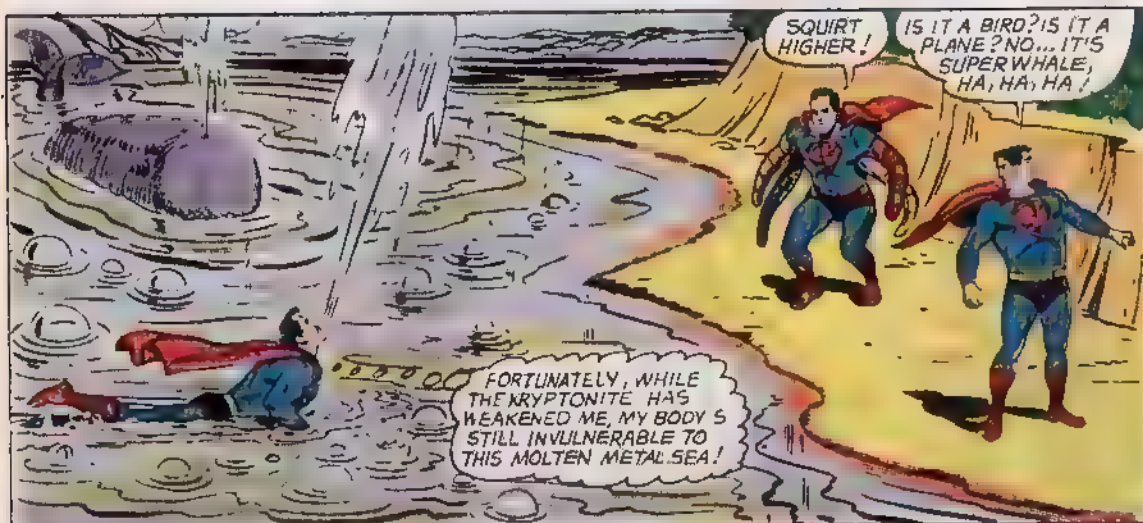


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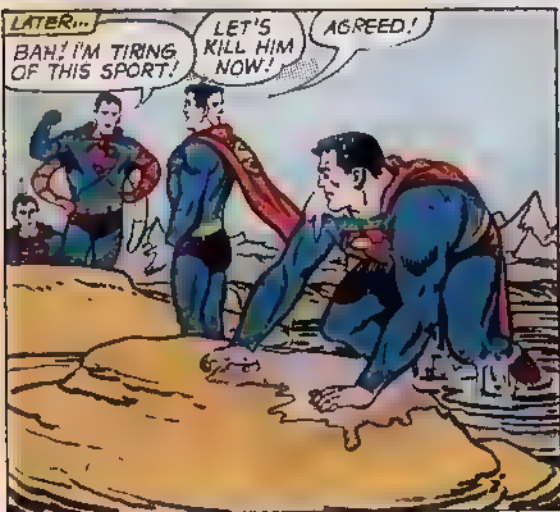
ACTION COMICS



FORTUNATELY, WHILE THE KRYPTONITE HAS WEAKENED ME, MY BODY IS STILL INVULNERABLE TO THIS MOLTEN METAL SEA!

SQUIRT HIGHER!

IS IT A BIRD? IS IT A PLANE? NO... IT'S SUPERWHALE, HA, HA, HA!

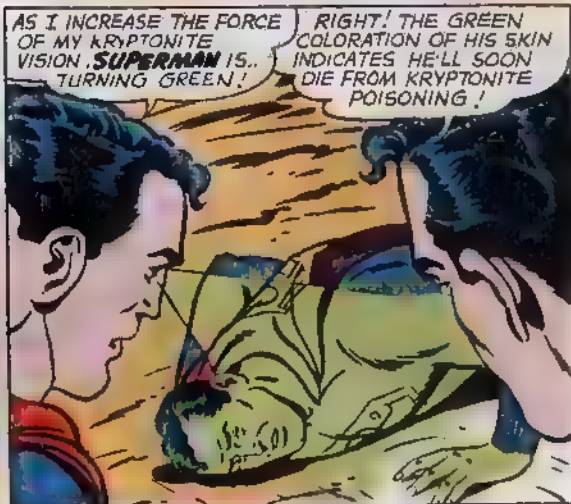


LATER...

BAH! I'M TIRING OF THIS SPORT!

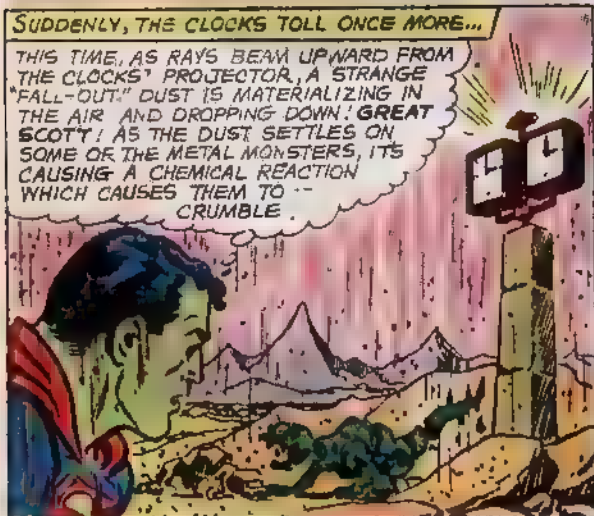
LET'S KILL HIM NOW!

AGREED!

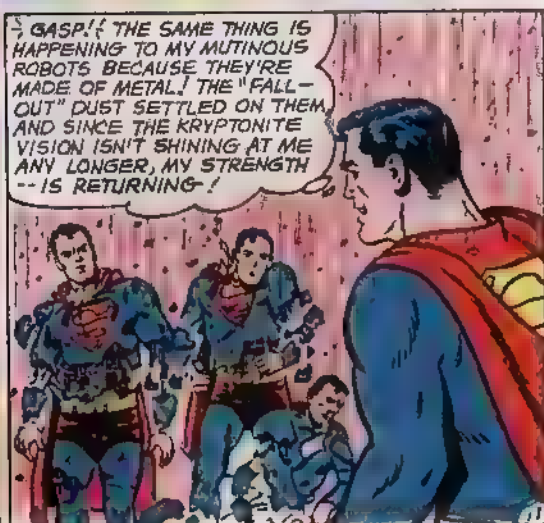


AS I INCREASE THE FORCE OF MY KRYPTONITE VISION, **SUPERMAN** IS... TURNING GREEN!

RIGHT! THE GREEN COLORATION OF HIS SKIN INDICATES HE'LL SOON DIE FROM KRYPTONITE POISONING!



SUDDENLY, THE CLOCKS TOLL ONCE MORE... THIS TIME, AS RAYS BEAM UPWARD FROM THE CLOCKS' PROJECTOR, A STRANGE "FALL-OUT" DUST IS MATERIALIZING IN THE AIR AND DRIPPING DOWN! GREAT SCOTTY! AS THE DUST SETTLES ON SOME OF THE METAL MONSTERS, ITS CAUSING A CHEMICAL REACTION WHICH CAUSES THEM TO CRUMBLE.



GASP! THE SAME THING IS HAPPENING TO MY MUTINOUS ROBOTS BECAUSE THEY'RE MADE OF METAL! THE "FALL-OUT" DUST SETTLED ON THEM AND SINCE THE KRYPTONITE VISION ISN'T SHINING AT ME ANY LONGER, MY STRENGTH -- IS RETURNING!



ACTION COMICS



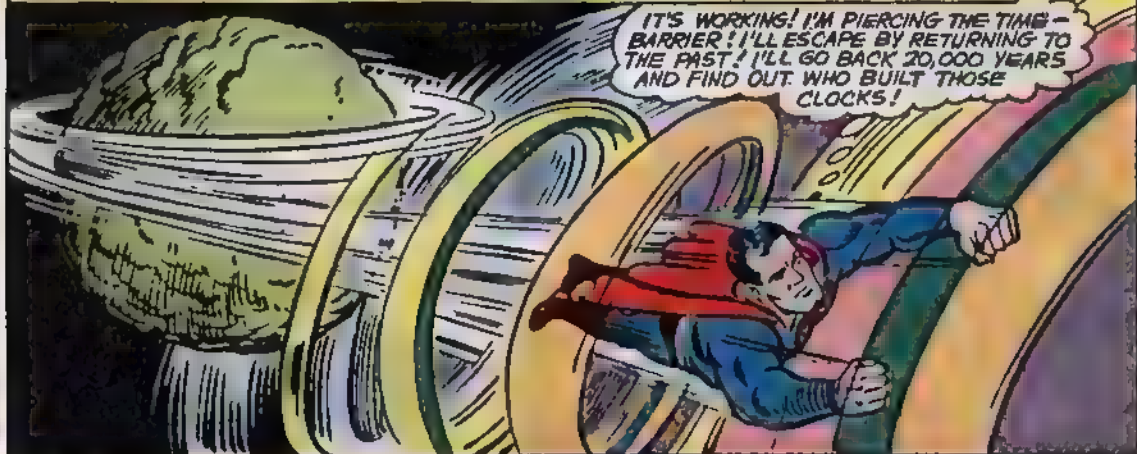
GREAT KRYPTON! WHOEVER MADE THE CLOCKS CREATED THAT "FALL-OUT" JUST TO PROTECT THE PRIMITIVES FROM THOSE METAL MONSTERS! THE ONLY METAL CREATURES TO SURVIVE WERE THOSE WHO HID UNDERGROUND AT 3 O'CLOCK!



HMM... THE FALLOUT MAY HAVE SAVED ME FROM MY ROBOTS, BUT MY TROUBLES AREN'T OVER! THOSE **GREEN KRYPTONITE** METEORS OVERHEAD-- THEY'LL KEEP ME HERE ON THIS PLANET FOREVER-- UNLESS-- / WAIT-- I'VE AN IDEA!



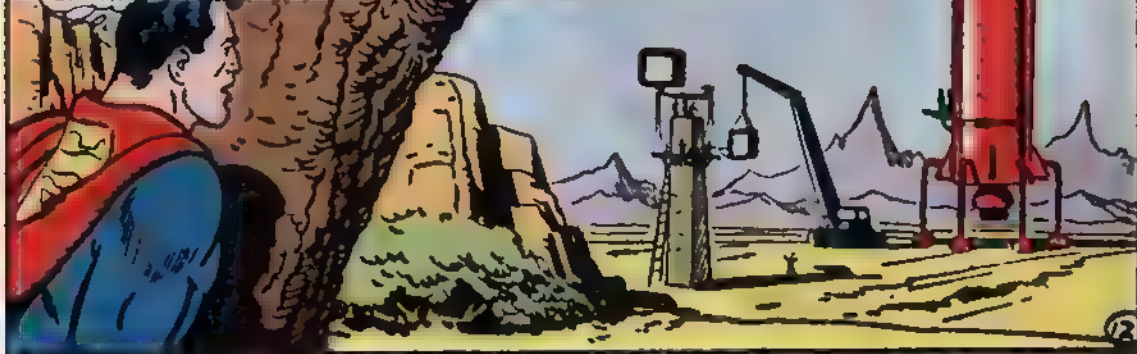
AROUND THE SURFACE OF THARRL SPEEDS SUPERMAN AT SUCH FANTASTIC PACE, THAT--



IT'S WORKING! I'M PIERCING THE TIME-BARRIER! I'LL ESCAPE BY RETURNING TO THE PAST! I'LL GO BACK 20,000 YEARS AND FIND OUT WHO BUILT THOSE CLOCKS!

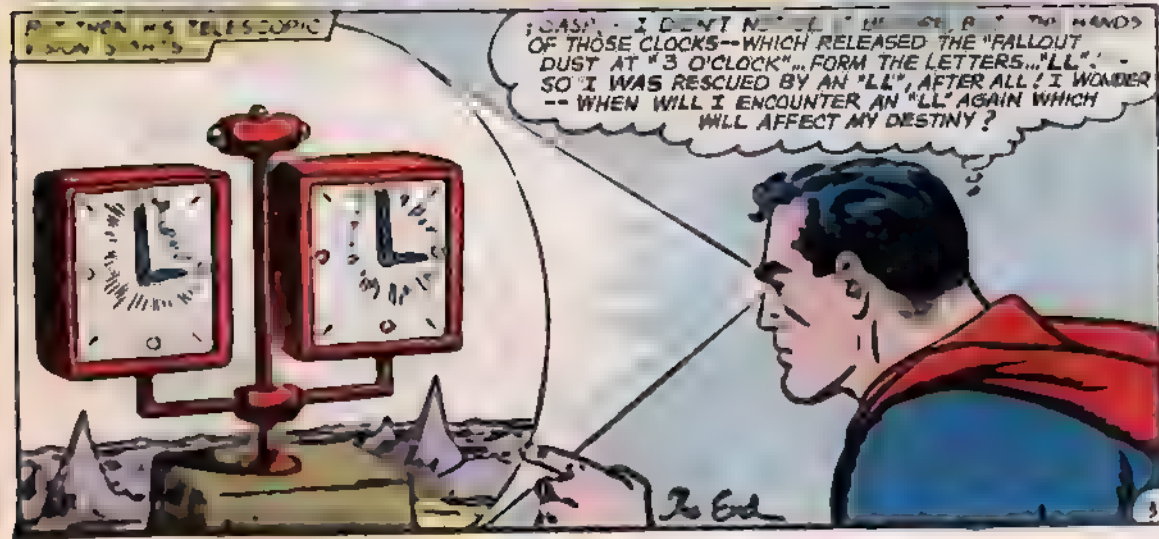
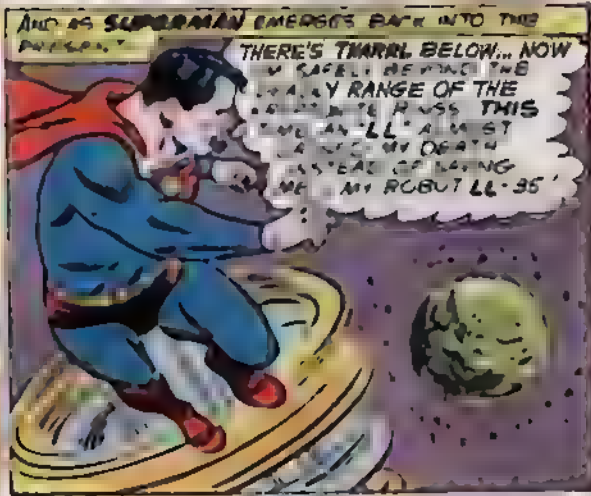
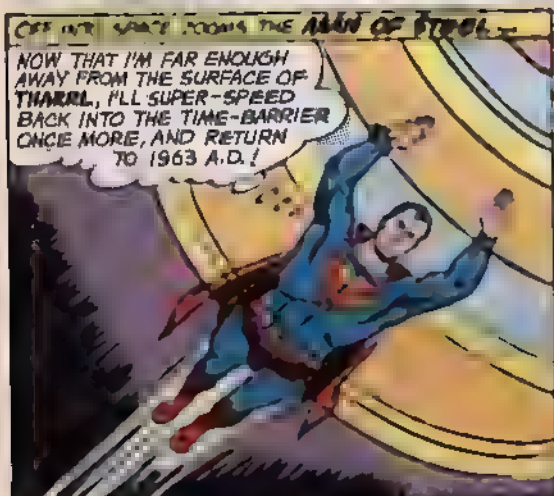
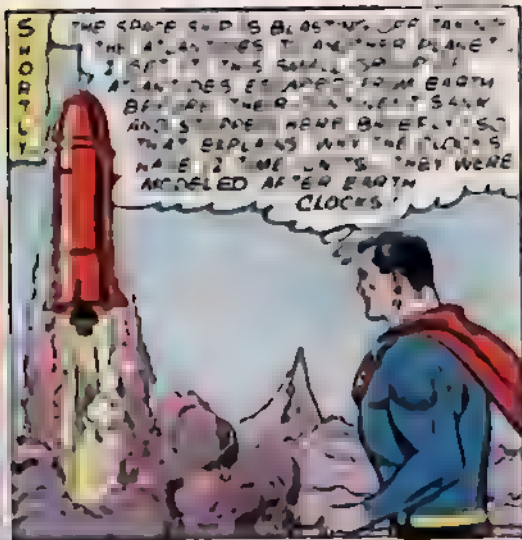
AS SUPERMAN EMERGES INTO THE DISTANT PAST

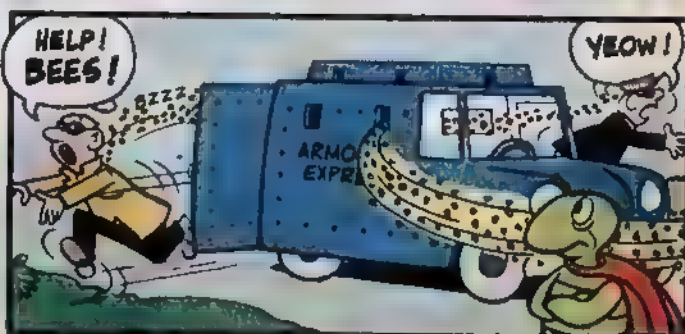
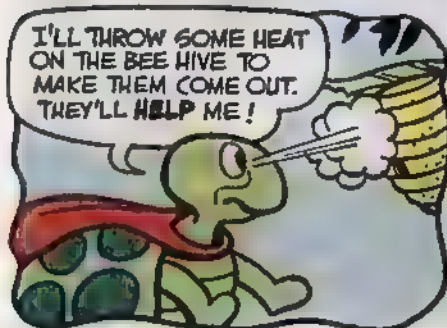
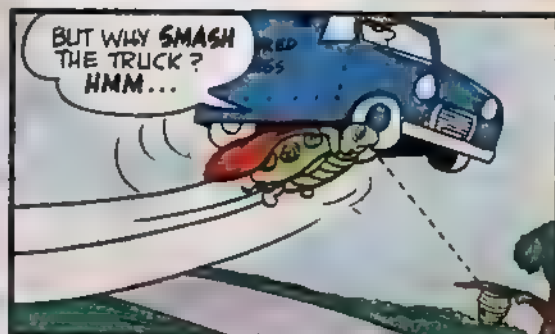
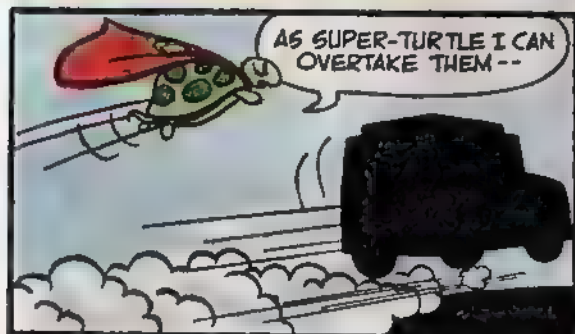
GREAT GUNS! THOSE MEN, WORKING ON THE CLOCK TOWER, ARE STANDING NEAR A SPACE SHIP! THEY'RE SPEAKING THE ANCIENT LANGUAGE OF-- ATLANTIS, THE CONTINENT WHICH SANK BENEATH THE SEA ON EARTH!





ACTION COMICS







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 sile base crewmen intercept the warning on their
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 fighter is launched to intercept... contact...

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 command's personnel) 4 Oxy-Radar Packs 2 Hand 2 Semi-Automatic 2 Oxy-Radar Packs with
 Antenna and XA-Counter-Fighters 2 Perfect Scale Air Helmets



Dear Editor: I think your recent story, "The Invasion of the Super-Ants," was terrific. Not only was it an excellent story from the entertainment point of view, but it contained a worthy message . . . that mankind must abandon the mad nuclear race, and that we must all live in peace. I hope that the Superman "family" of comics will always support this idea.

Linda Klaiman, Pueblo, Colo.

(We rarely go in for what may be misconstrued as "propaganda" in our magazines, but we wholeheartedly endorse the moral of this story. Many other readers approved of this unusual story, as witness the communique below.—Ed.)

* * *

Dear Editor: "The Invasion of the Super-Ants" was a great story, but I was shocked when I read the ending. I guess it was because you were stating the truth. I am a student at present, and I have done considerable research on the subject of mutations and the after-effects of an atomic war. What you wrote about the evolutionary dangers which could be caused by radioactive fallout is absolutely true. I am glad you printed this tale because it will be the generation of those who read this story that may have a chance to prevent an atomic war. Thank you.

Peter Molay, Cleveland Heights, Ohio.

(Amen!—Ed.)

* * *

Dear Editor: In my estimation, Super-Horse is the best character you've presented in a long time. All kids dream of capturing and taming a wild stallion with super-powers! So let's have more Comet stories.

Teresa Yurcie, Welland, Ont.

(SUPER-HORSE, that magnificent Stallion of Steel, will be back in the next issue, in a great, suspenseful story.—Ed.)

* * *

Dear Editor: In the recent story, "Superman Goes Wild," you state that Superman will break up a large diamond into 103 parts so that he can give one to the delegate of each of the United Nations. Well, there are 110 nations in the U.N., so what do you have to say?

Lorenzo deCastille, San Juan, Puerto Rico.

(We made a boo-boo!—Ed.)

* * *

Dear Editor: I think that all your letter departments are fakes and that you make up the letters

yourselves. I have sent in FIVE letters, and none of them was ever published.

Matthew Perlstein, Brooklyn, N. Y.

(As you can see now, our letter columns are strictly on the up-and-up. Did it ever occur to you we didn't print any of your notes because they were not of general interest?—Ed.)

* * *

Dear Editor: Are you aware that Senator Ted Kennedy, of Massachusetts, has a daughter named KARA, which is Supergirl's Kryptonian name?

Fred Kapiian, Phila., Pa.

(Thanks for relaying us this intelligence. We'll send young Kara Kennedy a free subscription to ACTION COMICS so that she can read about her glamorous namesake.—Ed.)

* * *

Dear Editor: Could there be any possible connection between your choosing the first name Lex for Luthor and the fact that your company's address is on Lex-ington Avenue? I'm curious.

Bill Regier, Bellevue, Nebraska.

(Strictly a coincidence!—Ed.)

* * *

Dear Editor: Boy, did I catch you this time; In the January issue of ACTION COMICS, you show Superman flying through a cloud of Red Kryptonite dust which gave him the power to make one wish—that he grow an ant's head. However, in SUPER-BOY No. 101, it is established that Superboy once entered this same crimson cosmic cloud and that it gave him the power to wish that he could grow wings—which it did. However, as you've always maintained that Red K can affect a super-being from Krypton but ONCE, how do you explain that this Red K cloud was able to make Superman's wish to change himself work TWICE? Did you goof, or something?

Jimmy Jones, Bristol, Tenn.

(Many readers wrote us about this seeming inconsistency, among them Kent Taylor of Delavan, Wisc., Larry Kizer, Niles, Mich., Billy Wampler, East Gary, Ind. and Bill Dockery, Fairfax, Calif. However, there IS a very logical explanation for this apparent "goof." See if you can figure it out! We'll publish the answer in our next issue.—Ed.)

Send all comments on a POSTAL CARD to Metropolis Mailbag, National Periodical Publications, 575 Lexington Avenue, New York 22, N. Y. Due to the heavy volume of mail received, we regret that no communications can be answered.

COMING... SUPER-ATTRACTIONS!

APR. **Adventure**
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A NEW MEMBER JOINS THE
LEGION OF SUPER-
HEROES.

HE CALLS HIMSELF
MYSTERY LAD... BECAUSE
NO ONE KNOWS WHAT
SUPER-POWER HE POSSESSES!

SEE IF YOU CAN GUESS
WHAT IT IS!

Extra! CLARK KENT REVEALS
HE IS **SUPERBOY** TO
LANA LANG!

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"The **UNTOLD STORY** of
the **PHANTOM ZONE**!"

SEE THE SENSATIONAL CRIMES
COMMITTED BY KRYPTON'S GREATEST
VILLAINS! SEE HOW JOR-EL INVENTED
THE **PHANTOM ZONE PROJECTOR**
TO PUNISH THESE OUTLAWS! SEE
HOW THESE VILLAINS BECAME PHANTOMS
AND SURVIVED KRYPTON'S EXPLOSION!

Also: "The Kid Who
KNOCKED OUT SUPERBOY!"

APRIL **LOIS LANE**
COMICS
NOW ON SALE

Featuring
"LOIS
LANE'S
OLD
AGE!"



Yes, readers, this old lady was
once beautiful, young LOIS LANE!
And is LANA LANG happy that
Lois is now a HAG!

Also:
Lois meets **ACHILLES**!

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SUPERGIRL

DADDY, MOMMY, LOOK! ME BREAK BOX!

VERY GOOD CLARK! YOU'RE LEARNING TO USE YOUR FLYING ABILITY AND SUPER-STRENGTH CORRECTLY!

GREAT KRYPTON! IT'S ME AND PA-RENT! THEY'RE RAISING A SUPER-BABY ALL OVER AGAIN! BUT THAT'S IMPOSSIBLE! THE KENT'S DIED MANY YEARS AGO AND SUPERMAN'S A GROWN ADULT! I MUST BE SEEING THINGS!

SUPERGIRL HAS HAD SOME INCREDIBLE ADVENTURES IN HER TRIPS TO THE FAR CORNERS OF THE UNIVERSE! BUT IN THIS STORY, THE GIRL OF STEEL IS WITNESS TO ONE OF THE MOST HAIR-RAISING EXPERIENCES OF HER CAREER! FOR, OUT OF NOWHERE, COMES A SECOND SUPERBABY—A TOT WHO SEEMS DESTINED TO REPEAT THE CAREER OF THE MIGHTY SUPERMAN! WHERE DOES HE COME FROM THIS SUPER-LAD? WHAT STRANGE FATE HAS BROUGHT HIM TO EARTH? SUPERGIRL MUST USE ALL HER INGENUITY TO SOLVE THE PUZZLE OF...

The FANTASTIC SECRET OF SUPERBABY II!

by MOONEY

ONE DAY IN SUPERMAN'S ARCTIC FORTRESS AS SUPERGIRL PREPARES TO VISIT THE CITY OF KANDOR, REDUCED TO MICROSCOPIC SIZE BY THE EVIL SPACE VILLAIN BRAINIAC...

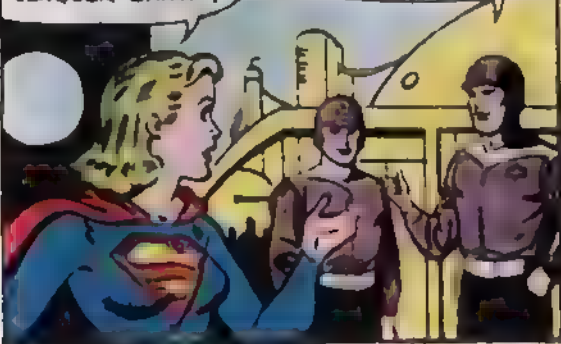
GOODBYE, SUPERGIRL! THE SHRINKING RAY WILL REDUCE YOU TO TINY SIZE SO YOU CAN ENTER THE KANDORIAN BOTTLE!

THANKS, SUPERMAN! I'LL RETURN AS SOON AS I COMPLETE MY MISSION!



GREETINGS, KANDORIANS! I AM HERE TO REPORT ON THE FATE OF LESLA-LAR... ONE OF YOUR CRIMINALS WHO ESCAPED FROM THIS BOTTLE AND TRIED TO CONQUER EARTH!

WELCOME, SUPERGIRL! WE WERE WATCHING ON OUR MONITORS AND WERE EXPECTING YOU!





ACTION COMICS



IN THE HEADQUARTERS OF THE KANDORIAN POLICE, **SUPERGIRL** RECORDS HER REPORT ON A MENTO RECORDER...

"...AND SO LESLA-LAR WAS VAPORIZED BY ONE OF THE KRYPTONIAN CRIMINALS SHE RELEASED FROM THE PHANTOM ZONE!"

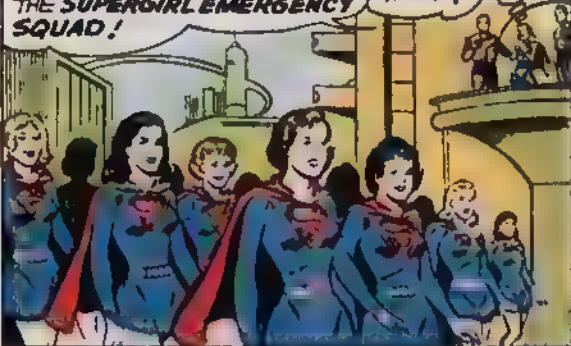


LATER, AFTER **SUPERGIRL** FINISHES HER REPORT.../ **SUPERGIRL**,

YOUR VISITS TO **KANDOR** ARE SO SELDOM! I'M AFRAID WE HAVE A HEAVY SCHEDULE ARRANGED FOR YOU! WE'LL START WITH A PARADE OF THE **SUPERGIRL EMERGENCY SQUAD**!

HOW THRILLING!

THEY'RE ALL MY DEVOTED FANS, READY TO AID ME WHENEVER THERE'S NEED!



LATER, **SUPERGIRL** IS THE JUDGE IN AN ACTING CONTEST...

THE ACTORS ARE COMPETING FOR THE ROLES OF **JOR-EL** AND **LARA** IN A MENTO MOVIE WE'RE MAKING ABOUT **SUPERMAN'S** EARLY LIFE!

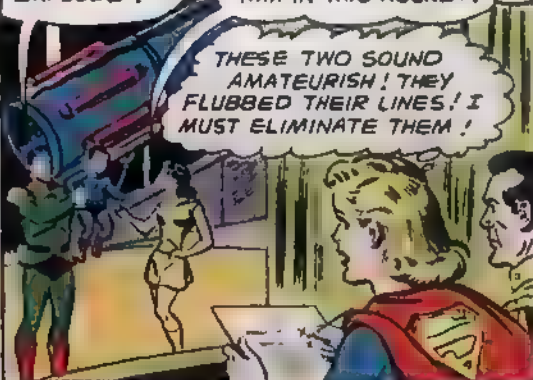
ACCORDING TO THIS PROGRAM, ALL CONTESTANTS WILL SPEAK IN ENGLISH, WHICH THEY MASTER IN THEIR FIRST YEAR AT SCHOOL!



AS THE CONTEST BEGINS...

THERE'S NO HOPE, **LARA**! ER--**KRYPTON** WILL SURVIVE--I MEAN EXPLODE!

THE...ER...ONLY WAY TO SAVE OUR BABY **KAL-EL** AH...IS TO LAUNCH HIM IN THIS ROCKET!



THESE TWO SOUND AMATEURISH! THEY FLUBBED THEIR LINES! I MUST ELIMINATE THEM!

AT THE CONTEST'S END, THE ELIMINATED COUPLE PROTESTS...

SUPERGIRL, WE WERE NERVOUS! I TELL YOU WE DESERVE THE ROLES OF **LARA** AND **JOR-EL**! WE CAN PROVE IT TO YOU!

I'M SORRY, BUT I DON'T HAVE THE TIME! I'M AFRAID I MUST LEAVE **KANDOR** NOW!



HER VISIT ENDED, **SUPERGIRL** HEADS TOWARD THE MOUTH OF THE BOTTLE BY MEANS OF JETS...

GOODBYE, MY FRIENDS!

CHOKE! MY DEVOTED FANS IN THE **SUPERGIRL SQUAD** PREPARED A TOUCHING FAREWELL MESSAGE!





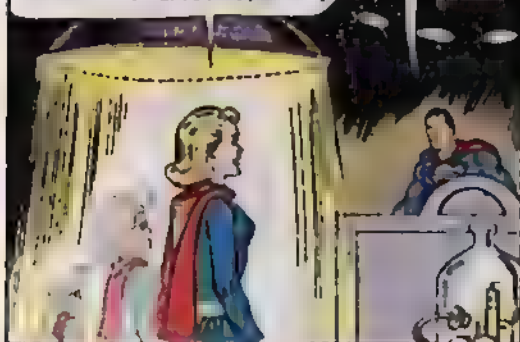
ACTION COMICS



EMERGING FROM THE BOTTLE, **SUPERGIRL** REGAINS HER SUPER-POWERS AS A REVERSE RAY RESTORES HER TO NORMAL SIZE...

HAVE YOU HEARD THE NEWS, **SUPERMAN**? THE KANDORIANS ARE MAKING A MENTO MOVIE OF YOUR EARLY LIFE!

I KNOW ABOUT IT, **SUPERGIRL**!



I'M HELPING THE KANDORIANS BY PREPARING THESE MODELS OF EARLY SCENES OF MY LIFE FOR THEM! THIS IS THE SCENE WHERE THE KENTS FOUND ME AFTER I LANDED ON EARTH! THEN THEY PLACED ME IN AN ORPHANAGE AND ADOPTED ME!

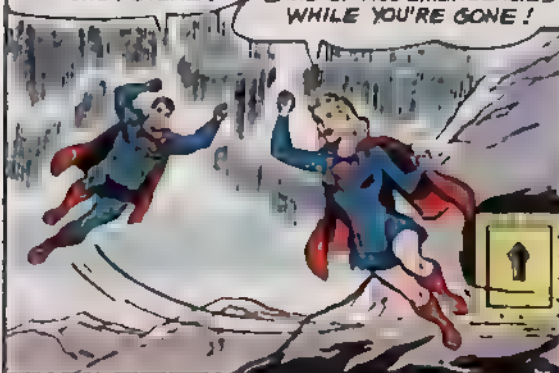
GASP! THOSE WAX IMAGES ARE ALMOST LIFE-LIKE!



PRESENTLY, AS **SUPERMAN** CLOSES THE GIANT DOOR OF HIS FORTRESS...

GOODBYE, **SUPERGIRL**, I'M OFF ON A MISSION INTO THE FUTURE!

AND I'M HEADING BACK TO MIDVALE! GOODBYE, **SUPERMAN**! I'LL TAKE CARE OF ALL EMERGENCIES WHILE YOU'RE GONE!



STREAKING BACK TO MIDVALE, THE **MIND OF STEEL** CHANGES TO HER IDENTITY OF LINDA LEE DANNERS AND REJOINS HER FOSTER PARENTS...

HURRY, DEAR! IT'S ALUMNI WEEK AT THE MIDVALE ORPHANAGE AND YOU PROMISED TO BE THERE TO TAKE PART IN THE CEREMONIES!

I'LL BE HAPPY TO DO MY SHARE! THEY WERE MORE THAN KIND TO ME AT THE ORPHANAGE BEFORE YOU AND DAD ADOPTED ME!



LATER, AT THE ORPHANAGE, AS LINDA INTRODUCES FAMOUS GRADUATES...

YES, FOLKS, MARTIN PIERCE, THE FAMED ASTRONAUT, AND MARIE DUVAL, THE PRIMA-BALLERINA, WERE BOTH RAISED IN THIS ORPHANAGE! WHICH PROVES THAT NO ONE SHOULD HESITATE TO ADOPT A CHILD FROM THIS INSTITUTION!

THOSE TWO ARE SUPER-TALENTED IN THEIR OWN WAY! BUT I WONDER WHAT THE ORPHANAGE AUTHORITIES WOULD SAY IF THEY KNEW THAT LINDA, ONE OF THEIR "ALUMNI", IS **SUPERGIRL**!

MIDVALE ORPHANAGE ALUMNI





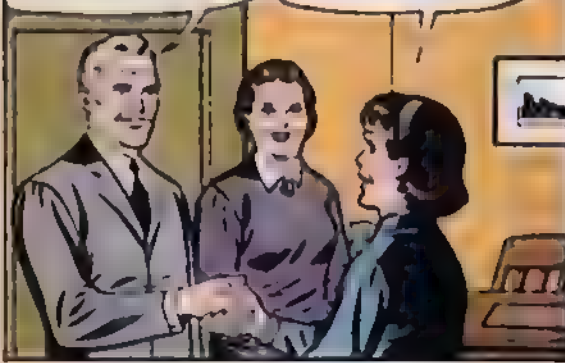
ACTION COMICS



LATER, LINDA IS THANKED BY THE ORPHANAGE OFFICIALS...

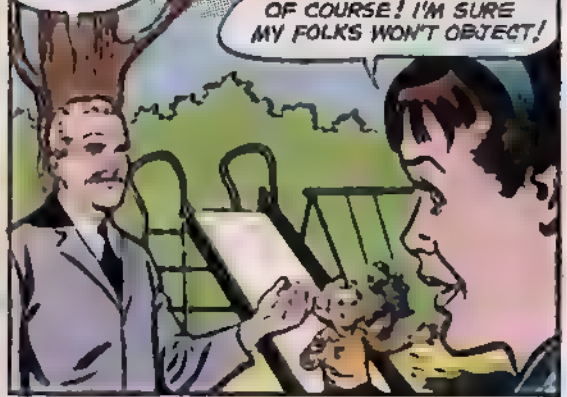
LINDA, BECAUSE OF YOUR SPLENDID SPEECH, SEVERAL COUPLES ARE ADOPTING CHILDREN!

I WAS GLAD TO HELP, ESPECIALLY SINCE YOU WERE SO KIND TO ME WHEN I WAS AN ORPHAN HERE!



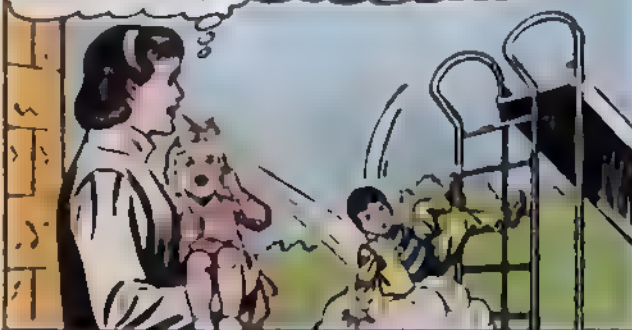
MAY WE ASK ANOTHER FAVOR, LINDA? WE'RE OVERCROWDED AND SHORT OF HELP! COULD YOU STAY ON HERE FOR A WEEK AS A JUNIOR MATRON? YOU ALWAYS WERE GOOD WITH TOTS!

OF COURSE! I'M SURE MY FOLKS WON'T OBJECT!



AND SO LINDA RETURNS TO WORK AT THE ORPHANAGE WHERE SHE WAS RAISED...

OH-OH! THAT LITTLE TYKE IS FALLING FROM THE KIDDIE SLIDE! I'LL CUSHION HIS FALL WITH A PUFF OF MY SUPER-BREATH! HA! THESE LITTLE ONES WOULD RUN ME RAGGED IF I DIDN'T HAVE MY SUPER-POWERS!



THE NEXT MORNING, A FAMILIAR OCCURENCE AT THE ORPHANAGE DOOR...

LOOK! A BABY ABANDONED ON OUR DOORSTEP!

A LITTLE BOY! OH, HE'S ADORABLE! HOW COULD ANYONE ABANDON A HELPLESS CHILD?

HOW STRANGE! HE'S WEARING A PLAYSUIT LIKE THE ONE SUPER-BOY WORE WHEN HE WAS IN THE SMALLVILLE ORPHANAGE!



BUT THAT NIGHT, AS SHE DRESSES THE CHILDREN FOR BED

GASP! THAT NEW LITTLE BOY! HE'S LIFTING THE CRIB WITH ONE HAND! GREAT KRYPTON! HE MUST BE SUPER-STRONG!



SECONDS LATER, LINDA HEARS A STRANGELY FAMILIAR LANGUAGE...

X'02'01'

THAT BABY HE'S SPEAKING IN KRYPTONESE! HE'S SAYING HE'S GLAD HE FOUND THE BALL HE LOST! THIS CAN'T BE! I MUST BE DREAMING!

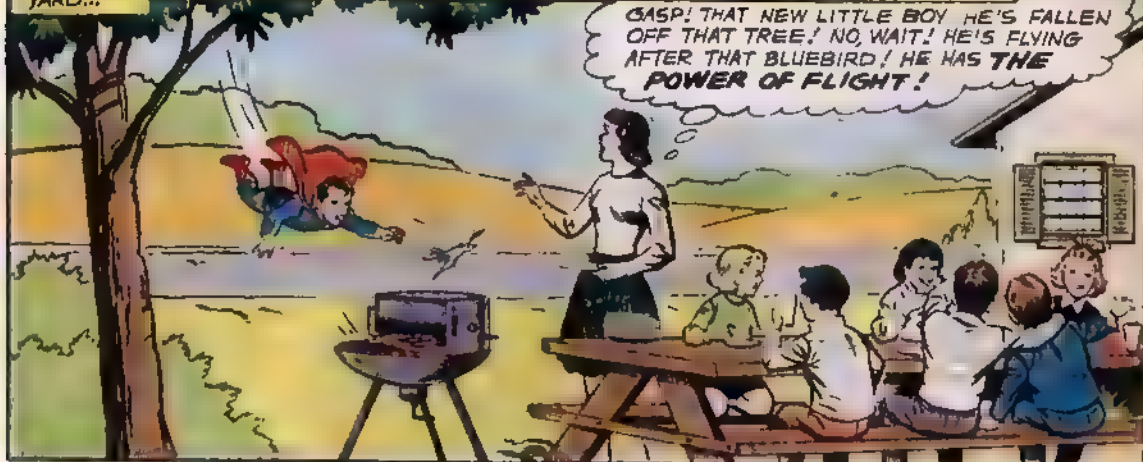




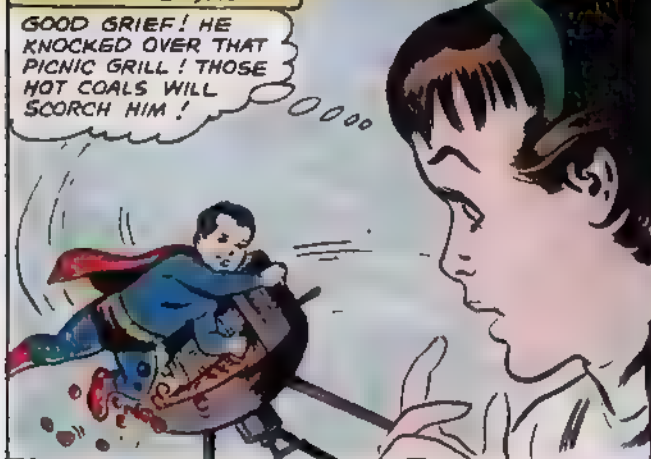
ACTION COMICS



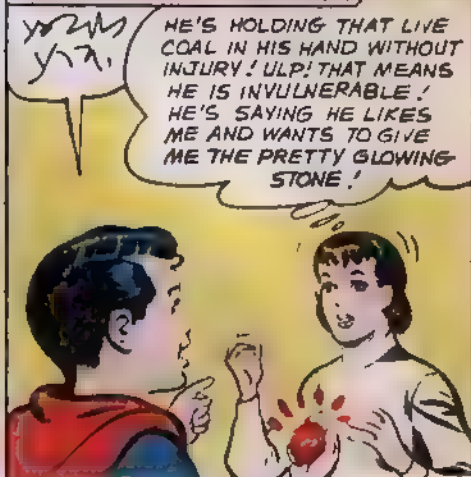
THE NEXT DAY, AS LINDA TREATS THE CHILDREN TO AN OUTDOOR PICNIC IN THE ORPHANAGE YARD...



STARTLED, LINDA FAILS TO REACT AT HER USUAL SUPER-SPEED, AS...



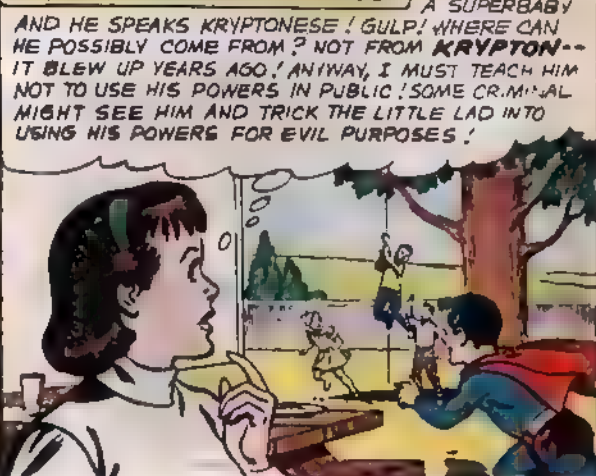
BUT TO LINDA'S AMAZEMENT...



QUICKLY, LINDA SNATCHES UP THE CHILD, WHISPERING TO HIM IN KRYPTONESE...



AS THE LAD JOINS HIS PLAYMATES...





ACTION COMICS

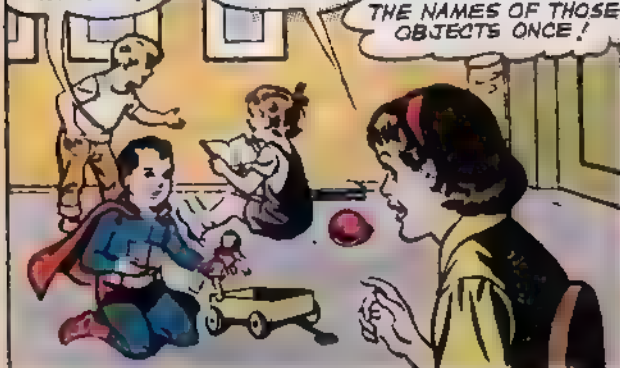


TO HELP PRESERVE THE LAD'S SECRET, LINDA TEACHES HIM ENGLISH IN HER SPARE TIME...

BLOCK! DOLLY! WA-GON!

VERY GOOD, DARLING!

HIS MEMORY IS AMAZING! ALL I DID WAS TELL HIM THE NAMES OF THOSE OBJECTS ONCE!



BY THE DAY'S END, LINDA'S LESSONS SHOW STARTLING RESULTS...

"AND THE WOLF SAID, 'OPEN THE DOOR AND LET ME IN OR I'LL HUFF AND I'LL PUFF.'"

INCREDIBLE! WITH HIS SUPER-INTELLIGENCE HE LEARNED TO READ ENGLISH IN ONE DAY!

HE'S SUPER ALL RIGHT, BUT I MUST DISCOVER WHO HE IS AND WHERE HE CAME FROM!



BUT THE NEXT MOMENT...

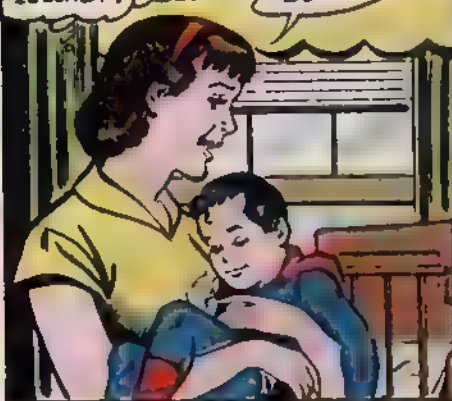
GREAT KRYPTON! HE'S ACTING OUT THE PART OF THE WOLF AND IS BLOWING THE DOOR WITH HIS SUPER-BREATH! I'LL HAVE TO FIX IT AT SUPER-SPEED!



LATER, WHEN IT IS TIME FOR THE SUPER-BABY'S NAP...

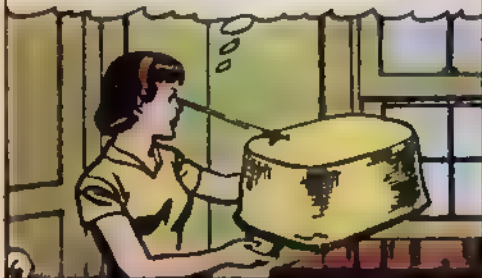
THE CUTE THING! I'LL SING HIM TO SLEEP WITH A KRYPTONIAN LULLABY!

GO TO SLEEP, MY LITTLE ONE... AND AWAKE TO OUR RED SUN... ♪



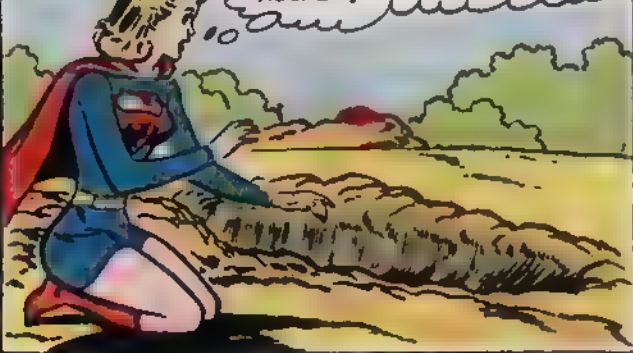
LATER, USING HER MICROSCOPIC VISION, LINDA EXAMINES THE BASKET IN WHICH THE ORPHAN WAS FOUND...

HMM! THERE'S A BIT OF SOIL CLINGING TO THE BOTTOM OF THE BASKET! MY MICROSCOPIC VISION IDENTIFIES IT AS A KIND OF CLAY FOUND ABOUT 3 MILES FROM MIDVALE! I'LL CHECK WHEN I FINISH MY CHORES. AS JUNIOR MATRON!



A FEW DAYS LATER, AS SUPERGIRL, LINDA MAKES A STARTLING FIND...

THAT BIT OF CLAY ON THE BASKET CAME FROM THIS SPOT! GREAT GALAXIES! THAT PATCH OF SOIL BEARS THE IMPRINT OF A SMALL ROCKET!

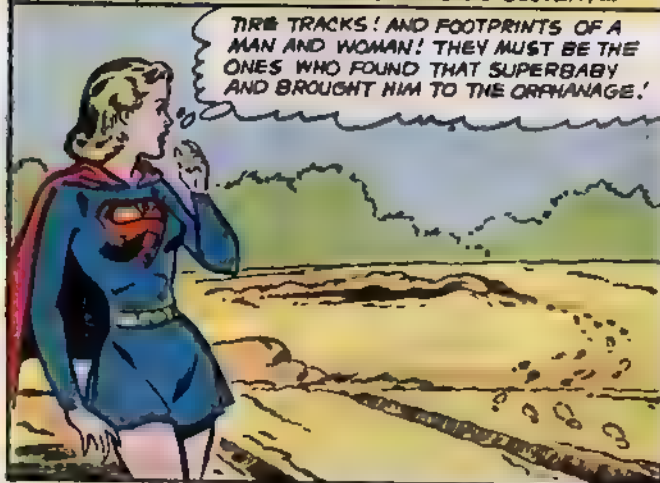




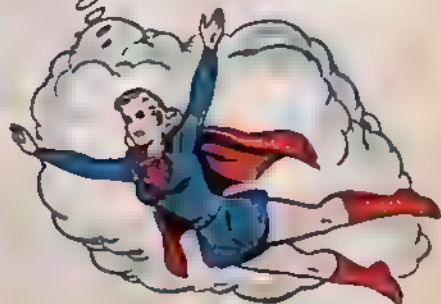
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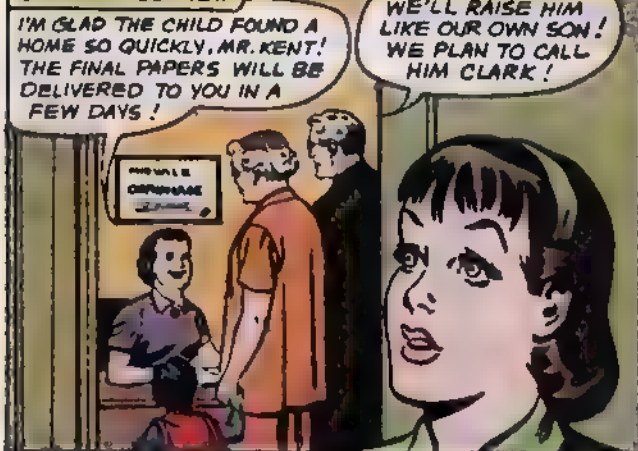
PRESENTLY, SUPERGIRL MAKES ANOTHER DISCOVERY...



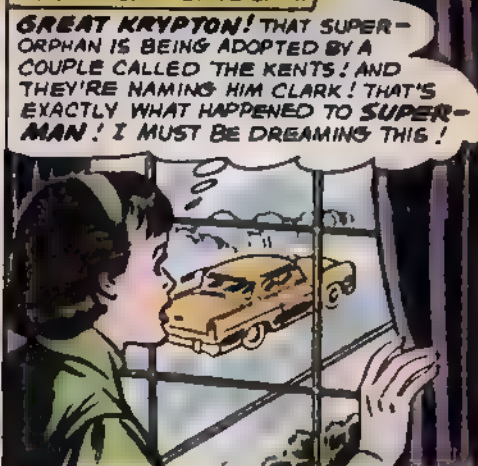
A SUPER-TOT LANDING IN A ROCKET AND BEING TAKEN TO THE ORPHANAGE! GULP! THAT'S JUST WHAT HAPPENED WHEN **SUPERMAN** ARRIVED ON EARTH AS AN INFANT! HISTORY IS MYSTERIOUSLY REPEATING ITSELF! I'D BETTER HURRY BACK TO THE ORPHANAGE!



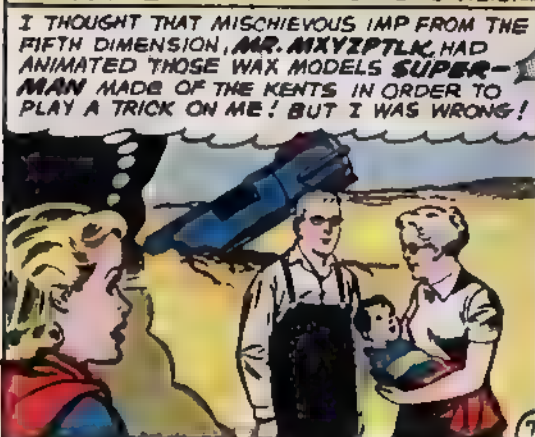
AT THE ORPHANAGE, SUPERGIRL WITNESSES A STRANGE SCENE...



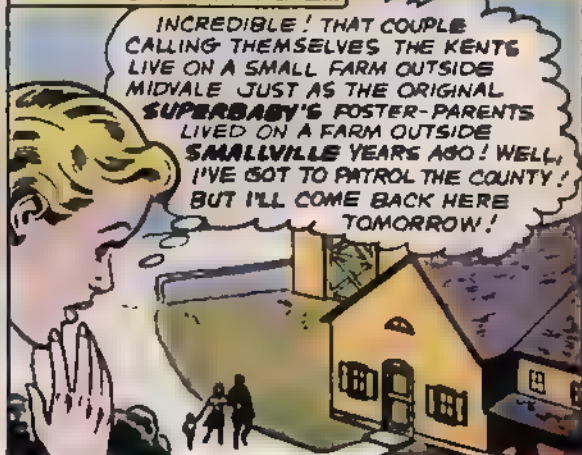
AS THE KENTS DRIVE OFF...



SUSPECTING A JOKE BY MR. MXYZPTLK, SUPERGIRL CHECKS THE **FORTRESS OF SOLITUDE** WITH HER TELESCOPIC VISION.



AT SUPER-SPEED, SHE FOLLOWS THE ADOPTED ORPHAN TO HIS NEW HOME...





ACTION COMICS



THE NEXT DAY, WHEN **SUPERGIRL** RETURNS...

THAT'S IT, CLARK! USE YOUR SUPER-STRENGTH TO SQUEEZE THAT SNOWMAN INTO AN ICE-SCULPTURE!

ULP! THAT SUPER-TYKE IS STILL DUPLICATING **SUPERMAN'S** CAREER! HIS FOSTER-PARENTS HAVE DISCOVERED HE HAS MIGHTY POWERS!



THEN, TO **SUPERGIRL'S** ASTONISHMENT...

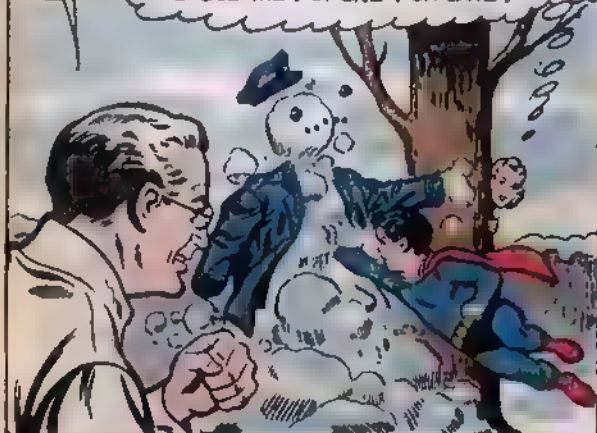
GOOD BOY, CLARK! THROW MORE SNOWBALLS AT THE BADMAN!

GASP! THEY'VE DRESSED THAT SNOWMAN AS A POLICE OFFICER AND THEY'RE SHOWING LITTLE CLARK HOW TO ATTACK HIM!



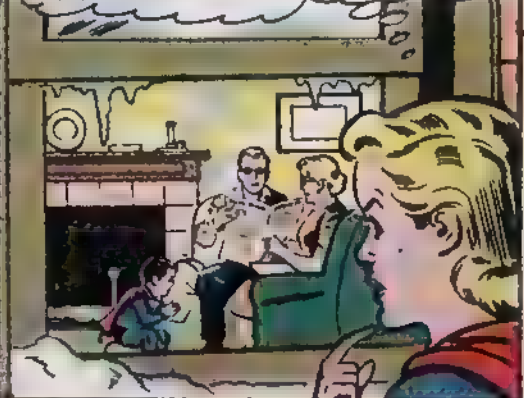
THAT'S IT, SON! TAKE HIM APART!

CHOKO! WHAT A TWIST! MA AND PA KENT TAUGHT **SUPERBABY** TO USE HIS POWERS FOR **GOOD**! BUT THIS COUPLE IS TEACHING THIS SUPER-TOT TO USE HIS POWERS FOR **EVIL**!



AS **SUPERGIRL** LEAVES, HER X-RAY VISION FOLLOWS THE KENTS INSIDE THE HOUSE...

THE MORE I WATCH THOSE KENTS, THE MORE THEY BAFFLE ME! THERE'S SOMETHING WEIRD GOING ON HERE, BUT I CAN'T PUT MY FINGER ON IT!



SECONDS LATER, THE **MAID OF STEEL** STREAKS OFF INTO OUTER SPACE...

THIS MYSTERY HAS MY HEAD SPINNING! BUT I THINK I KNOW WHERE I MIGHT FIND A CLUE TO HELP ME SOLVE THE PUZZLE!



PRESENTLY, IN A DISTANT SOLAR SYSTEM...

THERE IT IS! CHOKO! THE **KRYPTON WORLD** THAT **SUPERMAN** AND I BUILT AS A MEMORIAL TO OUR LONG-LOST HOME WHICH WAS DESTROYED! IT'S A PERFECT REPLICA OF **KRYPTON**, EXCEPT THAT THIS SOLAR SYSTEM HAS A **YELLOW SUN**!



YES, YEARS AGO **SUPERGIRL** AND **SUPERMAN** CREATED A COPY OF **KRYPTON** AND PEOPLED IT WITH ANDROIDS. SEE **SUPERMAN** NO. 150.



ACTION COMICS

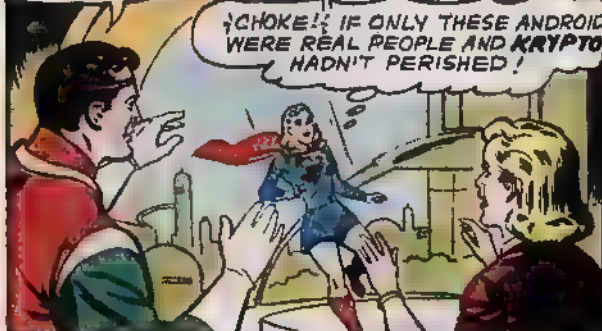


AS SUPERGIRL LANDS ON THE WEIRD MEMORIAL PLANET, SHE IS GREETED BY ANDROID IMITATIONS OF HER LOST LOVED ONES...

KARA... DAUGHTER! OUR MONITOR SCREENS SPOTTED YOUR ARRIVAL!

MOTHER! DAD! I'M SO GLAD TO SEE YOU! I'M SORRY **SUPERMAN** COULDN'T COME ALONG TO VISIT HIS PARENTS!

CHOKES! IF ONLY THESE ANDROIDS WERE REAL PEOPLE AND **KRYPTON** HADN'T PERISHED!

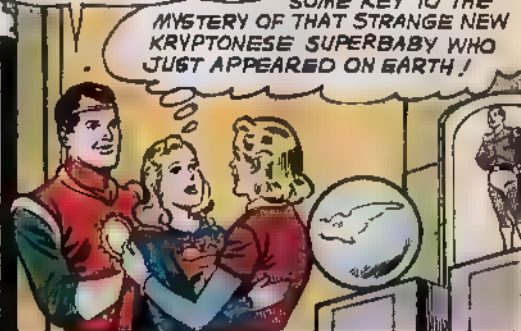


AS SUPERGIRL IS ESCORTED WITHIN THE CITY...

YOU'RE JUST IN TIME FOR THE FESTIVITIES, MY DEAR! WE'RE HAVING A BIG PARADE ON THE BOULEVARD OF LEGENDARY HEROES!

A PARADE! I'LL BE DELIGHTED TO WATCH!

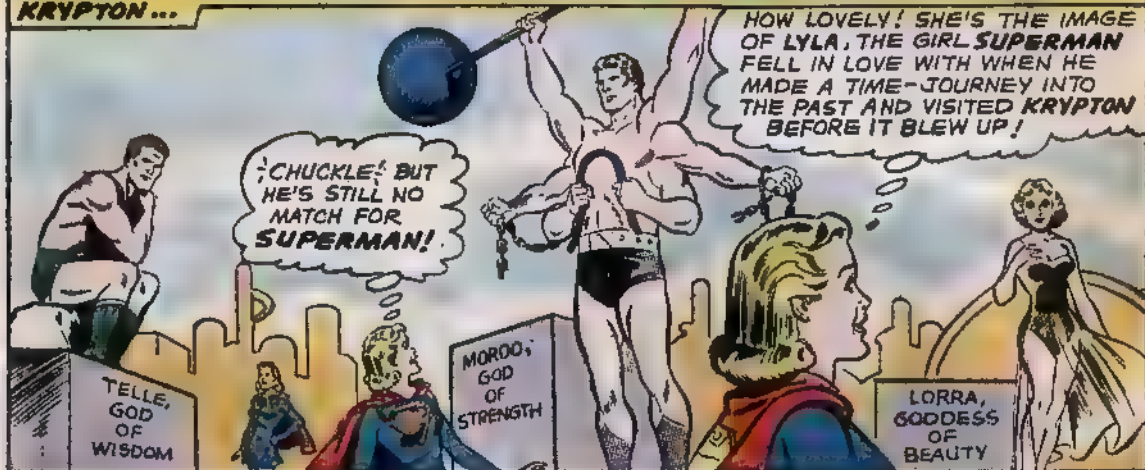
AND WHILE I DO, I'LL KEEP MY EYES OPEN FOR SOME KEY TO THE MYSTERY OF THAT STRANGE NEW KRYPTONESE SUPERBABY WHO JUST APPEARED ON EARTH!



AND ALONG THE STREET OF HEROES, SUPERGIRL VIEWS THE MYTHICAL GODS OF ANCIENT KRYPTON...

HOW LOVELY! SHE'S THE IMAGE OF **LYLA**, THE GIRL **SUPERMAN** FELL IN LOVE WITH WHEN HE MADE A TIME-JOURNEY INTO THE PAST AND VISITED **KRYPTON** BEFORE IT BLEW UP!

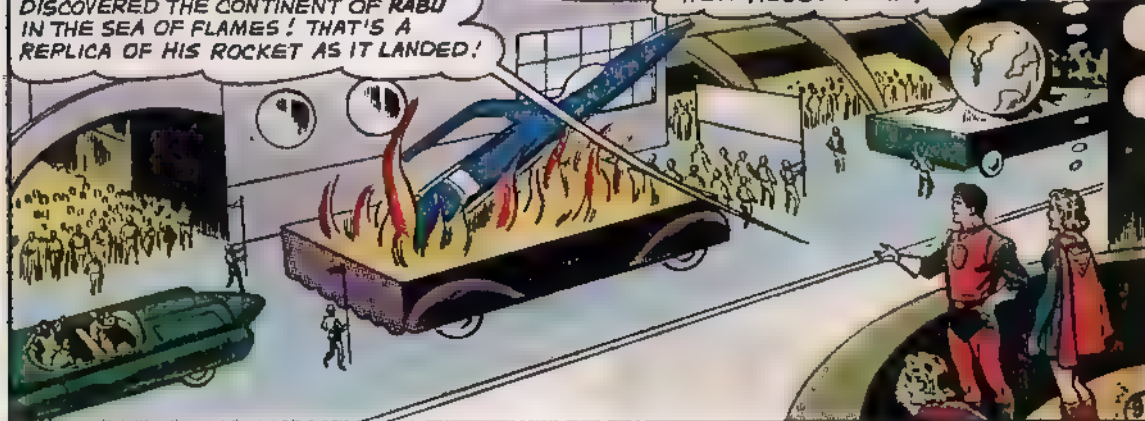
CHUCKLE! BUT HE'S STILL NO MATCH FOR **SUPERMAN**!



PRESENTLY, AS THE PARADE BEGINS...

IT'S THE ANNUAL FESTIVAL IN HONOR OF **ZOR**, THE FAMOUS EXPLORER WHO DISCOVERED THE CONTINENT OF **RABU** IN THE SEA OF FLAMES! THAT'S A REPLICA OF HIS ROCKET AS IT LANDED!

STRANGE, WHEN I WAS A CHILD IN **ARGO CITY**, I SAW MANY MOVIES OF PARADES ON THE REAL **KRYPTON**! BUT NOW I JUST LEARNED SOME-NEW ABOUT THEM!





ACTION COMICS



AS THE PARADE ENDS, **SUPERGIRL** HEADS FOR EARTH...

KARA, MY DAUGHTER, FAREWELL! COME AGAIN SOON!

GOODBYE! I'LL MAKE MY NEXT VISIT LONGER!

I THINK I DISCOVERED SOMETHING THAT WILL HELP ME SOLVE THE RIDDLE OF THAT STRANGE NEW SUPERBABY!

PRESENTLY, AS **SUPERGIRL** RETURNS TO THE OUTSKIRTS OF MIDVALE...

OH-OH! SOMETHING TELLS ME THAT THE KENTS ARE GIVING THAT SUPER-TOT MORE LESSONS IN HOW TO MISUSE HIS SUPER-POWERS!

AND IN THE NEXT INSTANT...

LOOK, MOMMY. DADDY. CLARK BREAK BIG BOX!

GOOD GRIEF! THEY'RE TEACHING HIM HOW TO DO EVEN **MORE** EVIL PRANKS THAN BEFORE! WHAT WILL THEY TEACH HIM NEXT?

IN THE NEXT SHOCKING MOMENT...

REMEMBER, SON, IF THOSE BAD MEN IN UNIFORM TRY TO STOP YOU, YOU'RE TO THROW THESE LITTLE TOYS AT THEM LIKE THIS!

I CAN'T BELIEVE IT! HE'S TEACHING THE POOR KID HOW TO THROW HAND GRENADES AT LIVE TARGETS!

AT EYE-BLURRING SPEED, **SUPERGIRL** DARTS FORWARD AND SEIZES A GRENADE...

HOW DARE YOU TEACH THAT INNOCENT BABE TO BE A CRIMINAL? YOU SHOULD BE JAILED FOR LIFE!

WATCH OUT! SHE'S GRABBING ONE OF THOSE LIVE GRENADES!

AS THE CULPRITS COWER IN FEAR!...

SUPERGIRL! DON'T LOOK AT US LIKE THAT! YOU MUSTN'T THROW THAT GRENADE! YOU CAN'T KILL US!

IT'S AGAINST YOUR MORAL CODE TO KILL ANY LIVING CREATURE!

NO USE PLEADING FOR MERCY! I'VE MADE UP MY MIND!

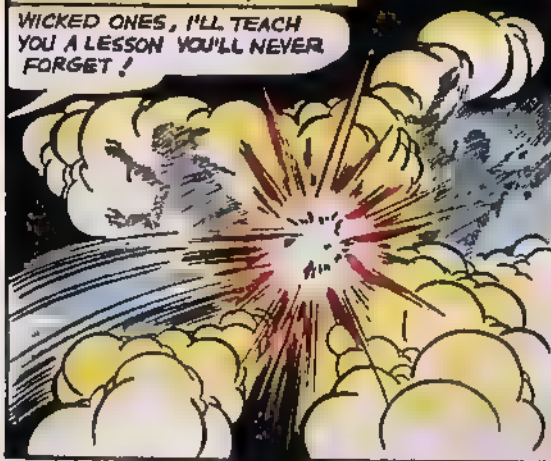


ACTION COMICS



BUT THE CODE SEEMS FORGOTTEN AS SUPERGIRL HURLS THE WEAPON, AND...

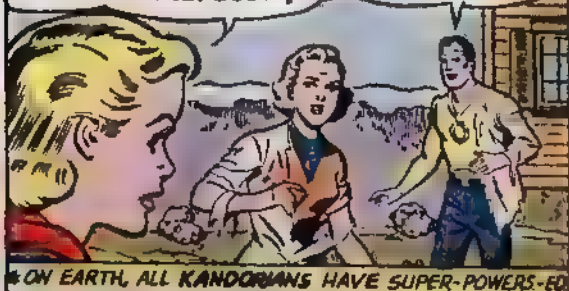
WICKED ONES, I'LL TEACH YOU A LESSON YOU'LL NEVER FORGET!



BUT AS THE SMOKE CLEARS...

LIRA AND MAR-SAN... THE ACTORS I VOTED AGAINST ON KANDOR! I THOUGHT IT MIGHT BE YOU TWO... THAT'S WHY I USED THE GRENADE TO EXPOSE YOU! I KNEW IT COULDN'T HARM KANDORIANS. WHAT'S THIS ALL ABOUT?

WE'LL EXPLAIN! WHEN YOU REJECTED US IN THE ACTING CONTEST WE RESOLVED TO PROVE TO YOU THAT WE REALLY COULD ACT!



ON EARTH, ALL KANDORIANS HAVE SUPER-POWERS-ED.

"WHEN WE OBSERVED IN THE KANDORIAN MONITORS THAT YOU BECAME A JUNIOR MATRON AT THE ORPHANAGE, I PLANNED A HOAX..."

...AND IF WE CAN GET OUT OF THE BOTTLE, WE CAN USE A GAS SUPERGIRL HAS IN HER FORTRESS TO ENLARGE OURSELVES TEMPORARILY, SO WE CAN MASQUERADE AS THE KENTS!

IF WE CAN DECEIVE SUPERGIRL WITH YOUR HOAX, SHE'LL HAVE TO ADMIT WE'RE GREAT ACTORS! THEN SHE MAY LET US PLAY THE ROLES OF JOR-EL AND LARA!



"MY NEXT STEP WAS TO SEEK OUT RAX-ROL, A CHILD PRODIGY WHO WAS KANDOR'S TOP BABY MOVIE STAR..."

IF YOU READ MY SCRIPT, YOU'LL SEE THAT THIS WILL BE YOUR GREATEST ROLE, RAX-ROL LIRA AND I WILL PLAY THE PARTS OF THE KENTS, AND YOU'LL PLAY SUPERBABY!

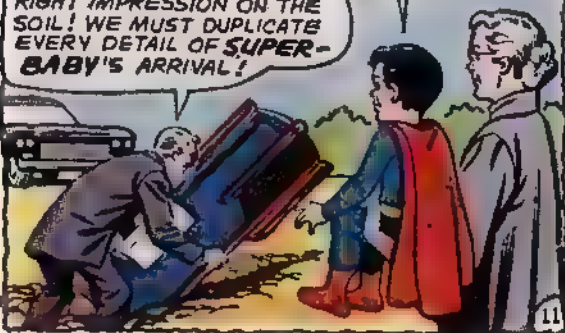
GREAT KANDOR! I'VE GOT AN I.Q. OF 348, YET THIS SCRIPT CALLS FOR ME TO SPEAK BABY-TALK ON EARTH! BUT I'LL DO IT... IT SHOULD BE GREAT PUBLICITY!



NEXT, WE SLIPPED OUT OF THE BOTTLE, ENLARGED OURSELVES TO NORMAL SIZE, AND USED OUR SUPER-POWERS TO FLY TO MIDVALE WHERE...

THERE! THIS ENLARGED TOY ROCKET WE BROUGHT FROM KANDOR MAKES JUST THE RIGHT IMPRESSION ON THE SOIL! WE MUST DUPLICATE EVERY DETAIL OF SUPER-BABY'S ARRIVAL!

I MUST SAY YOU THINK OF EVERYTHING, MAR-SAN!



"AT THE ORPHANAGE, I USED MY X-RAY VISION TO PREVENT SLIP-UPS!"

I SEE THERE ARE NO APPLICATIONS FOR ADOPTION IN THE FILE! IT'S SAFE TO LEAVE RAX-ROL HERE UNTIL WE RETURN AND PRETEND TO CHOOSE HIM AS OUR FOSTER CHILD!

I CAN HARDLY WAIT TO SEE SUPERGIRL'S FACE WHEN SHE SEES I'M SUPER!



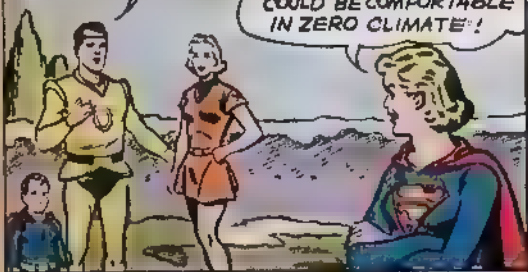


ACTION COMICS



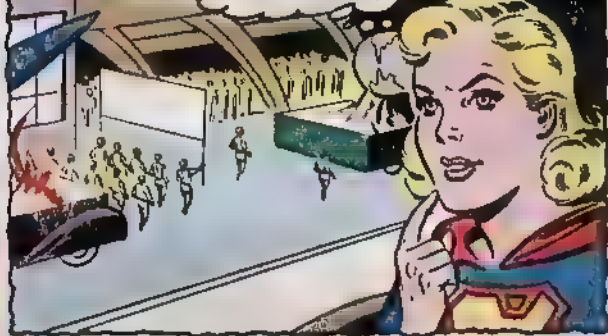
EVERY DETAIL WAS PERFECT! WE EVEN RENTED A SMALL FARM AND A CAR. WE TRIED TO CONFUSE YOU BY PRETENDING TO TEACH THE NEW SUPERBABY TO USE HIS POWERS FOR MISCHIEF! YET YOU UNMASKED US! HOW?

I FIRST GREW SUSPICIOUS WHEN I SAW YOU OUT IN THE SNOW AND REALIZED YOU WEREN'T WEARING ANY WINTER GARMENTS, EVEN THOUGH IT WAS FREEZING WEATHER! ONLY **SUPER** BEINGS COULD BE COMFORTABLE IN ZERO CLIMATE!



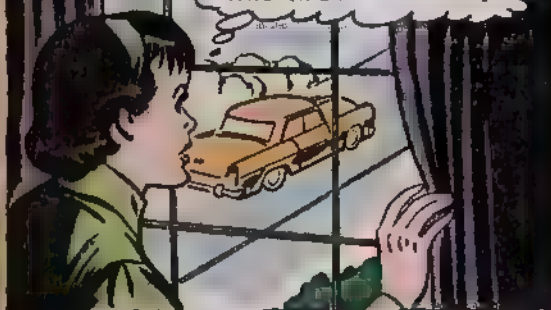
"LOOKING FOR CLUES TO THE MYSTERY, I VISITED THE MEMORIAL PLANET BUILT BY **SUPERMAN** AND MYSELF... THERE, AS I WATCHED A PARADE..."

HM! I JUST REALIZED THAT ON **KRYPTON**, ALL TRAFFIC MOVES ON THE LEFT SIDE OF THE STREET, JUST THE WAY IT KEEPS TO THE RIGHT BACK IN THE U.S.A.!



"THEN, WITH MY SUPER-MEMORY, I RECALLED HOW YOU DROVE AWAY FROM THE ORPHANAGE AFTER YOU ADOPTED THE CHILD..."

HM! THAT COUPLE DROVE THEIR CAR ON THE LEFT SIDE OF THE STREET, JUST THE WAY KRYPTONIANS WOULD... OR CITIZENS OF **KANDOR**! I THINK I KNOW WHO THE KENTS ARE!



BOTH OF YOU, AND THIS SUPERBABY, HAD ME FOOLED COMPLETELY! I MUST ADMIT YOU'RE FINE ACTORS! I'LL TELL **KANDOR** TO GIVE YOU THE STARRING ROLES IN THAT MENTO-FILM!

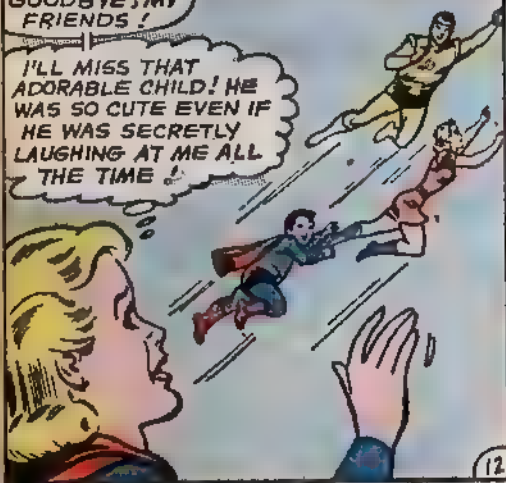
THANKS, **SUPERGIRL**! YOU'RE A REAL SPORT!

AND THANKS FOR THE LULLABY! YOU'VE A GREAT VOICE!



GOODBYE, MY FRIENDS!

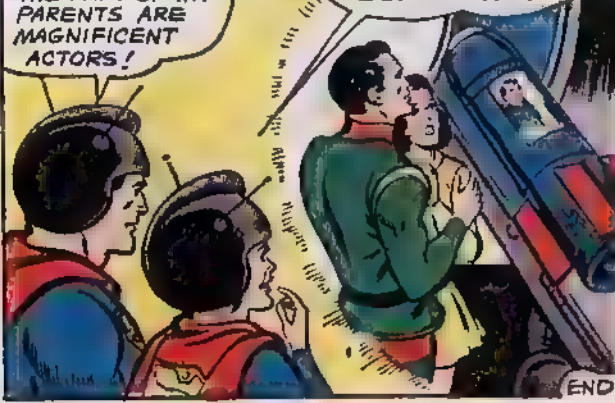
I'LL MISS THAT ADORABLE CHILD! HE WAS SO CUTE EVEN IF HE WAS SECRETLY LAUGHING AT ME ALL THE TIME!



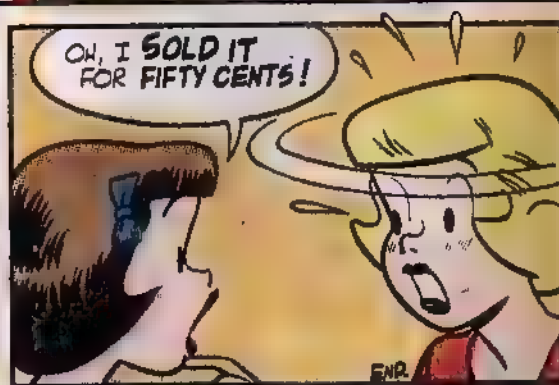
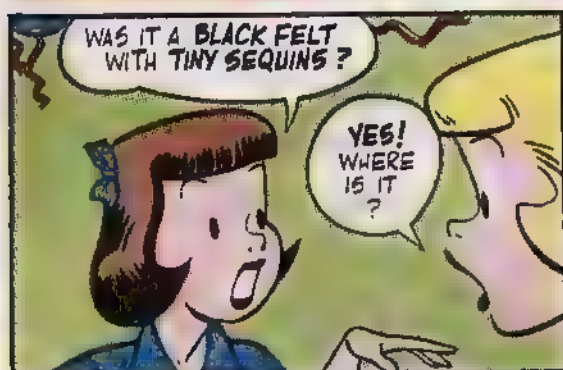
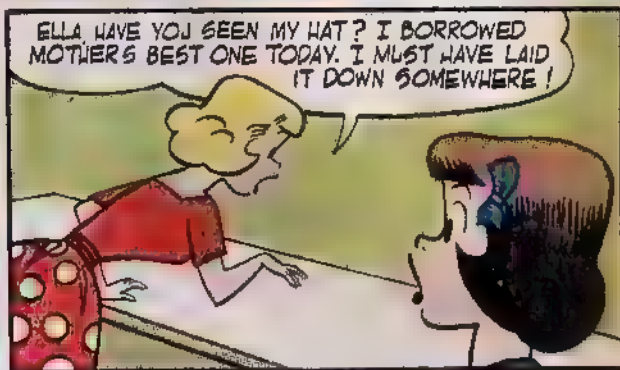
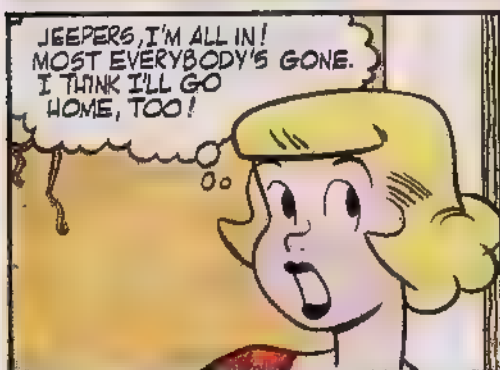
WEEKS LATER, AS **SUPERMAN** AND **SUPERGIRL** SEE THE NEW MENTO FILM...

THAT COUPLE PLAYING THE PART OF MY PARENTS ARE MAGNIFICENT ACTORS!

I COULDN'T AGREE WITH YOU MORE, **SUPERMAN**!



END



SUPERMEN OF AMERICA

SUPERMAN'S SECRET MESSAGE

(Code Mercury No. 1)

TVQFSIPSTF SFUYSOT
JO UIF QFYU JTTVF
PG BDUJPO DPNJDT.

SUPERMAN,
c/o ACTION COMICS
875 LEXINGTON AVENUE, NEW YORK 22, N. Y.

APRIL

Dear Superman:

Please enroll me as a Member of the SUPERMEN OF AMERICA. I enclose 10c to cover cost of mailing. It is understood that I am to receive my Membership Certificate, Button and Superman Code.

NAME.....

STREET ADDRESS.....

CITY.....ZONE.....STATE.....

104

KINGS' Knights

ONLY
\$1.49
postpaid



Here's What You Get:

- 4 Kings on horseback with swords
- 12 Knights in armor on horseback with Pikes
- 12 Knights on horseback with Banners
- 4 Buglers afoot
- 12 Knights on horseback with battle axes
- 20 Footsoldiers with Maces and side swords
- 20 Footsoldiers with swords and shields
- 20 Footsoldiers with long bows

A GLORIOUS SET OF PLASTIC TOYS EVERY CHILD WILL BE PLEASED TO OWN!

Comes in two separate armies . . . the **BLACK KNIGHTS** and the **WHITE KNIGHTS**! Form your own battle lines! Every fight a delight! Fun for everyone in the family

Comes in Treasure Chest box in which to store your toys away! You must be satisfied or your money refunded in full!



104 Kings Knights
Carle Place, L. I., N. Y.

Dept. DA-3

No C.O.D.'s

Gentlemen:

I am enclosing \$1.49 for each set of Knights. Kindly rush these to me. If not satisfied, I may return them for full refund.

PRINT NAME _____

ADDRESS _____

CITY _____

STATE _____

Canadian and Foreign orders: send \$1.98 International Postal Money Order with order.

KIDS!!**BLAST OFF YOUR OWN
SPACE CAPSULE**

WITH THIS EXCITING, PLASTIC ACTION TOY

Tootsie Roll Rocket**POWER-SPRING ACTION--ACTUALLY LAUNCHES
ASTRONAUT AND A REAL Tootsie Roll!**Actual
size
of
Tootsie Roll
Rocket

TOOTSIE ROLL ROCKET COMES COMPLETE
WITH SPACE CAPSULE, ASTRONAUT, ROCKET
SECTIONS, GANTRY TOWER, LAUNCH PAD,
ASTRONAUT TARGET GAME MAP*
AND A FREE TOOTSIE ROLL,
THAT YOU CAN REALLY EAT . . . !

READY FOR COUNTDOWN!**ALL SYSTEMS ARE GO...****ROCKET'S A-OK...****3-2-1... ZERO!****SEND FOR YOURS TODAY!**

**A BIG
TOY VALUE
FOR INDOOR AND
OUTDOOR FUN!**

**AND IT'S
ONLY 25¢
WITH THREE 5¢
TOOTSIE ROLL
WRAPPERS**

GANTRY IS 5" HIGH!

**SPACE
CAPSULE
SEPARATES
FROM
ROCKET!**

*** EXTRA LARGE
OUTER SPACE
ASTRONAUT
TARGET GAME MAP
IN FULL COLOR
TO LAND YOUR
ASTRONAUT ON!
4 TIMES AS BIG
AS THIS PAGE. . . !**

TOOTSIE ROLL ROCKET
P.O. BOX 5079, ST. PAUL, 4, MINNESOTA

PLEASE SEND ME _____ TOOTSIE ROLL ROCKET(S) WITH
ASTRONAUT TARGET GAME MAP(S) AND FREE TOOTSIE
ROLL(S). I ENCLOSE 25¢ IN COIN (NO STAMPS, PLEASE) AND
THREE (3) 5¢ TOOTSIE ROLL CANDY WRAPPERS FOR EACH
TOOTSIE ROLL ROCKET.

NAME _____ AGE _____

ADDRESS _____

CITY _____ STATE _____

SEND FOR YOURS NOW. SUPPLY IS LIMITED. ALLOW AT
LEAST TWO WEEKS FOR DELIVERY. THIS OFFER IS GOOD IN
THE UNITED STATES AND PUERTO RICO, EXCEPT IN ANY
STATE OR LOCALITY WHERE PROHIBITED, LICENSED, REGU-
LATED OR TAXED.

Are YOU
SKINNY
like I was?

a sickly
skeleton who
developed a
streamlined
physique and
great physical
endurance.

American
Body building
Club president

BEN REBUHN

at 50 years of
age. A brilliant
UNIVERSITY
EDUCATOR,

authority on
creating a
HEALTHY MIND
in a
HEALTHY BODY,

says
Dr. Winfield
Scott Pugh,
Commander
U.S. Navy
Medical Corps.

SKINNY OR FAT, 15, 20, 30 OR 40 YEARS OF AGE

Just RUSH me your LAST CHANCE COUPON below with YOUR NAME and ADDRESS ON IT
and I'll show YOU absolutely FREE

How to GAIN UP TO 50 LBS. OF MIGHTY MUSCLES!

or LOSE up to 50 LBS. of UGLY, DANGEROUS FAT

And Become a REAL HE-MAN like MANY THOUSANDS of My Pupils in 10 Minutes of FUN a Day

Yes! I'll Show You By My Quick,
Easy Methods How To

ADD POWERFUL NEW
INCHES OF MUSCLES
around YOUR ARMS,
CHEST, LEGS, etc.

How to IMPROVE YOUR
HE-MAN LOOKS 100%.

How to BECOME A WINNING ATHLETE
IN ALL POPULAR SPORTS.

How to BEAT ANY BULLY.

How to DO FEATS of STRENGTH.

How to be a WINNER in EVERYTHING
YOU TACKLE.

YES! Your Success Story Can Soon be like John
Sill and thousands of my pupils. Think of it — a
skinny weakling like you became a MAGNIFICENT
MR. MUSCLES — won a BIG SILVER TROPHY, his
name, accomplishments engraved on it and \$100.
A few weeks before, everybody picked on John,
too weak to fight for his rights. TODAY every-
body admires John's movie star build, he-man
STRENGTH, his mighty ARMS, heroic CHEST, slender
WAIST, rock-like TORSO, broad manly BACK,
wide military SHOULDERS, new popularity with
the BOYS and GIRLS. His winning drive in ALL
SPORTS, his energy at work and studies.

NO! I don't care how skinny or flabby you are,
if you are in your teens, twenties or thirties.
In your home, you can make yourself over by
the easy, quick method I turned myself from a
wreck to a tower of strength and endurance.

YES! YOU'LL ADD INCH upon INCH of MIGHTY
MUSCLES to YOUR ARMS, YOU'LL DEEPEN YOUR
CHEST, BROADEN YOUR BACK and SHOULDERS.
From HEAD to HEELS you'll gain SIZE, POWER,
LIGHTNING SPEED, ENDURANCE. You'll become
the SUCCESSFUL HE-MAN IN LOOKS and ACTS —
a WINNER in EVERYTHING, athletics, business,
studies.

DEVELOP YOUR 520 MUSCLES
BY THE GREATEST METHOD!

Friend, I traveled the world,
studying every secret to
PERFECTLY develop your
body. My "5-Way Progressive
Natural Power Method"

IS TESTED.
PROVED by hundreds of
thousands LIKE YOU! SAVE
YEARS, hundreds of DOL-
LARS! Do as movie stars,
champions — John Sill, Jim
Norman, Tony Pascarella —
did! Mail coupon NOW!

Pick the
kind of
BODY YOU
WANT
Check ALL Your
Needs —

I GAINED
60 LBS.
OF SHAPELY
MIGHTY
MUSCLES

BEFORE

Mailing
Coupon
I was a
125 lb.
6 ft.
skinny
weakling

says JOHN SILL

I added 7 inches to
MY CHEST, 3 1/2 IN-
CHES to EACH ARM.
No, Pal! You don't
have to be a chick-
en-chested skinny
weakling like I was
only a few weeks
ago.

This Can Be
YOU in a
Short
Time!

AFTER

Mailing
Coupon
185 lb.
HEAD-TO-
TOE HE-MAN
POPULAR
ATHLETE
You can
be, too!

This now MAGNIFICENT, MODERN HERCULES,
26 yr. old
teacher,
Wm. Butler,

says to YOU "No
matter WHAT your
age, I advise you to
SEND for the ABC
WONDER PICTURE
COURSES at once.
Under the World's
greatest home train-
ing BODY BUILDER,
I now have 18 1/2"
ARMS, a 52" CHEST,
my STRENGTH has
greatly improved. So
have my sports. I have won titles
like "Mr. Virginian," "Mr. State
Y.M.C.A.," etc.

How would YOU
like to have 18 1/2"
inch ARMS, a 52"
inch CHEST like
this ABC pupil
NOW HAS?

I BROKE A
WORLD'S
STRENGTH
RECORD!

JIM NORMAN
became Athlete of
the Year. Lifted
the front end of a 2700 lb.
Car. Quit being a bag-of-
bones weakling like I was.
In 10 minutes of fun a day,
A.B.C. CAN DO FOR YOU
ALL HE BID FOR ME! I
gained 25 TERRIFIC LBS.
of HANDSOME POWER-
PACKED MUSCLES.

BEFORE

AFTER

mailing
coupon
below —
like
you do
NOW.

WIN
A BIG
Silver Trophy
and \$100
IN CASH



MAIL THE COUPON TO ME NOW
and I'll Send You FREE these

5 AMAZING PICTURE-PACKED TEST COURSES

PLUS BOOK OF PHOTOS OF FAMOUS STRONG
MEN ONCE WEAK LIKE YOU



MILLIONS were sold at \$1.00. Send for them ALL
FREE. Mail Coupon BEFORE IT IS TOO LATE!

AMERICAN BODY BUILDING CLUB, Dept. NC34B GREAT NECK, NEW YORK
Mail me FREE all 5 WORLD FAMOUS STRENGTH TEST COURSES,
including PHOTO BOOK of FAMOUS STRONG MEN, once weaklings,
now famous Strong Men, and How to Become one of Them.

☐ I enclose 10c for mailing and handling.
I am under no other obligation.
I'm checking everything I need to give me the kind of body I want.
☐ I want to gain _____ lbs. (fill in). ☐ Triple my strength.
☐ I want to streamline my body, get rid of flabby fat.
☐ I want to add inches of muscle to my ☐ ARMS ☐ CHEST
☐ SHOULDERS ☐ POWERFUL LEGS ☐ SLIM WAIST
☐ I want to become a winning athlete. ☐ I want new pep.
NAME _____ AGE _____

DO NOT MAIL COUPON IF UNDER 14 YEARS OF AGE.

ADDRESS _____

CITY _____ ZONE _____ STATE _____

FREE
Sports,
Self-
defense,
Strong-man
Stunts
Courses
Apparatus.
Let me
know how
to get these
FREE!



Complete Fishing Outfit



Movie Projector



Berwin Typewriter



Flash Camera Outfit



Wrist Watches



4 Daisy Air Rifles



Girls Travel Case



Croquet Set



Mickey Mantle Glove



Sleeping Bag



Full String Guitar



Complete Archery Set



Transistor Radios



Chemistry Set



3-Speed Bicycle



Basketball & Goal



Walkie-Talkie



Big 3 Camping Set



Pool Table Set



Diary, Wallet, Photo Album



"I sell American Seeds every year."

Joel Ballenger
Washington



"It's an easy way to get money and prizes."

Mary Zimmerman
Wisconsin



"They sell as fast as I can show them."

William Hanlin
Missouri



"I sold 240 packs in one hour and a half."

Desmond Meacham
New York

MAKE MONEY GET PRIZES

with Fast Selling American Seeds

Take your choice of these wonderful prizes. They can be yours—quickly, easily. Most prizes shown here and many more in our Big Prize Book are given **WITHOUT COST** for selling just one 50-pack order of American Vegetable and Flower Seeds at 15c a pack. Some of the larger prizes require more sales or extra money as explained in the Big Prize Book.

Send NO MONEY, We Trust You

Everybody wants American Seeds. They're fresh and ready to grow. You'll sell them quickly to family, friends and neighbors. Many boys and girls sell their packs in one day. You can too—and get your prize at once. Or, if you want money instead of a prize, keep \$2.50 for every 50-pack order you sell. Mail coupon today for your first order of American Seeds and Big Prize Book—give the other coupon to a friend.

AMERICAN SEED CO.

Dept. 305
Lancaster, Pa.
OUR 45th YEAR



MAIL ONE COUPON TODAY Give the Other to a Friend

AMERICAN SEED CO., Dept. 305 Lancaster, Pa.

Please send me your Big Prize Book and one order of 50 packs of American Seeds. I'll sell them at 15c a pack, send you the money and choose my prize. Send seeds checked.

☐ All Flower Seeds ☐ Mixed Vegetable and Flower Seeds

Name _____

Address _____

Town _____ State _____

AMERICAN SEED CO., Dept. 305 Lancaster, Pa.

Please send me your Big Prize Book and one order of 50 packs of American Seeds. I'll sell them at 15c a pack, send you the money and choose my prize. Send seeds checked.

☐ All Flower Seeds ☐ Mixed Vegetable and Flower Seeds

Name _____

Address _____

Town _____ State _____



Skin Diving Swim Set



Roger Maris Home Run Trainer